



Epworth Foundation By-laws



Epworth

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INTRODUCTION

Pursuant to the Epworth Foundation Act 1980 (Vic), Epworth HealthCare is Victoria's largest not-for-profit private healthcare group, renowned for excellence in diagnosis, treatment, care and rehabilitation. It was established as a values based organisation in 1920 by the Methodist Church through benefaction and community support. Epworth's purpose is to improve the health, wellbeing and experience of every patient by integrating clinical practice with education and research. This is underpinned by the Epworth Experience - consistently delivering excellent patient-centred care with compassion and dignity. By 2017 Epworth seeks to be the leading patient-centred and academic healthcare organisation in the Victorian private sector. This includes a strong commitment to quality improvement, education and research which is organised through a number of Clinical Institutes and academic professorial departments. Ensuring the highest possible medical care is fundamental to Epworth's mission, which is the rationale for these By-laws.

FOREWARD

These By-laws incorporate operational processes relevant to the Epworth Foundation trading as Epworth HealthCare and the Hospitals which it operates. The By-laws should be read in conjunction with the Epworth Foundation Act 1980 (Vic) (the Act), which establishes the powers of the Board of Management, (which include, the formation of a Medical Advisory Council and committees to assist and advise it) and other relevant matters.

These By-laws apply to all Medical Practitioners and Dentists who provide services:

- to or from a Hospital managed by Epworth Foundation, or
- to or from a health service managed by Epworth Foundation, or
- from premises owned, leased, sub-leased or licensed on a sessional basis by Epworth Foundation, or
- in a satellite clinic established by Epworth Foundation, or
- on behalf of a service provider (such as a radiology or pathology provider) who provides services to Epworth and/or to third parties within a Hospital or health service managed by Epworth Foundation.

Under the Act, the Board of Management may, in its discretion, establish committees and councils however named to advise it and may establish a Medical Advisory Council to advise it on medical matters pertaining to the Foundation. Under these By-laws, the Board in its discretion may also establish a Specialist Appointments Standing Committee. Participants in committees, sub-committees or councils established under the Act or these By-laws should be aware of the provisions of these By-laws which concern confidentiality of the proceedings of those committees, sub-committees or councils, and the requirement to avoid and declare conflicts of interest.

Private hospitals, Medical Practitioners and Dentists are subject to the processes and requirements of the Competition and Consumer Act 2010 (formerly known as the Trade Practices Act 1974) and competition law. Appropriate attention to the processes contained in the By-laws will assist all involved in satisfying these legal requirements.

These By-laws are made by the Board of Management of the Epworth Foundation, pursuant to its powers to make regulations under section 21 of the Act. They are supplemented by a suite of policies and protocols and other supporting documents issued by Epworth HealthCare from time to time which relate to the conduct of medical practice and medical advisory/governance mechanisms.

The Board of Management may after due consultation from time to time make, vary or revoke these By-laws but they shall be reviewed at least every three years. This will also conform to the accreditation requirements of the Australian Council on Healthcare Standards for regular review of governance mechanisms.

Epworth Foundation is a values based organisation. All applicants for appointment and all Appointed Practitioners are expected to comply with the Epworth Values. The Epworth Values determined by the Board of Management as at the date of commencement of these By-laws are annexed to this document as Annexure B.

Definitions used in these By-laws are identified by the use of capital letters and such definitions are contained in the Dictionary at section 8.

1. SCOPE AND PURPOSE

What is this section about?

This part summarises the regulations that establish the clinical governance processes in respect to:

- (i) Specialist medical and dental appointments¹; and
- (ii) Specialist input into the operations of Epworth.

The principles of these governance requirements are:

- (a) All Medical Practitioners will be required to hold a current 'appointment' to practice clinically at any Epworth site or service.
- (b) All Specialist (consultant) appointments will be for a defined category of appointment, location(s), duration, and Scope of Practice.
- (c) Specialist appointments will be assessed and considered according to Epworth's service need and compatibility and then clinical competence (Scope of Practice).
- (d) Operational Executive Directors and Medical Directors will first determine whether an applicant meets service needs and whether the application may proceed.
- (e) Clinical Institutes will then provide advice and make a non-binding recommendation on the appropriate Scope of Practice for individual applications.
- (f) Specialist appointments will be approved by the Group Chief Executive or delegate on the advice of the Specialist Appointments Standing Committee or Group Medical Advisory Committee.
- (g) Specialist reappointments may receive an abridged version of the appointment process while incorporating performance analysis from internal Hospital information sources. This may vary based upon the assessment of the performance analysis from internal Hospital information sources.
- (h) All appointments will be made via a confidential, consistent, rigorous and expeditious process.
- (i) New Specialists to Epworth may be supported through mentoring and other measures.
- (j) The Group Medical Advisory Committee (GMAC) will provide strategic and operational advice on medical workforce development, quality of healthcare, Appointed Practitioner engagement and the patient experience relevant to the Epworth Group. GMAC will also provide advice on specific appointment applications which the Specialist Appointments Standing Committee or the Group Chief Executive or delegate may refer to GMAC.
- (k) Divisional Medical Advisory Committees will provide strategic and operational advice on medical workforce development, quality of healthcare, Appointed Practitioner engagement and the patient experience relevant to their Division.
- (l) The Epworth Board of Management will have overall oversight of the system, monitor compliance and consider appeals. The Board of Management will have the flexibility to determine whether appeals are undertaken by the Board of Management itself or a committee of the Board including an ability to invite appropriate external participation in such review processes.
- (m) The Group Chief Executive will establish Clinical Institutes whose purpose will be to advance and apply knowledge to improve the quality of healthcare and the patient experience through clinical audit, peer review, education, research and advice.

¹Should there be consideration for the appointment of a Dentist, the same process as applied for Specialist medical staff appointments will be utilised.

2. OBLIGATIONS UPON APPOINTED PRACTITIONERS

What is this section about?

There is no legal right for a Medical Practitioner or Dentist to be appointed at Epworth. To be appointed at Epworth, a Medical Practitioner must be able to demonstrate to their peers and Epworth their commitment to Epworth, its values and objectives. There are benefits for a Medical Practitioner being appointed by Epworth. In addition there are obligations.

This part lists the obligations upon Medical Practitioners once appointed by Epworth. The obligations are regarded by Epworth as forming part of the terms and conditions of the appointment of the practitioner.

Significant deviation from the obligations may result in a review of the appointment, or a reappointment not being offered, or changes in conditions, or suspension or termination.

Appointment of an Appointed Practitioner shall be conditional upon the practitioner:

- (a) Practising within their approved Scope of Practice and any conditions that apply, and maintain high standards at all times.
- (b) Ensuring 24 hour cover of inpatients under their care and attendance to see those patients as clinically indicated. Where the Appointed Practitioner cannot personally attend then she/he should arrange locum cover from a Specialist Appointed Practitioner in the same speciality.
- (c) Engaging actively in a relevant Clinical Institute including:
 - (i) regular attendance and presentations at clinical audit and peer review meetings;
 - (ii) participation in national/state Clinical Quality Registries approved by their Clinical Institute.
- (d) Contributing to education, and/or research and/or Epworth service (such as Clinical Institute Executive, expert panels, MAC membership, mentoring etc).
- (e) Showing evidence of currency of compliance with the continuing professional development requirements of the relevant College.
- (f) Providing further information on continuing professional development activities if requested.
- (g) Keeping personally informed of Epworth developments and changes to patient care.
- (h) Participating in relevant continuing medical education/professional development activities provided by Epworth.
- (i) Demonstrating the Epworth Values and behaviours at all times².
- (j) Supporting and promoting Epworth's goal of becoming a leading academic healthcare organisation in the Australian private sector.
- (k) Adhering to the Good Medical Practice: A Code of Conduct for Doctors in Australia, as established by the Medical Board of Australia.
- (l) Complying with relevant Epworth codes of conduct, policies, protocols and guidelines and applicable Law.
- (m) Providing informative and timely case notes and appropriate communication with patients and families, relevant nursing and healthcare staff, including those patients under shared bed cards, and completion of discharge summaries as required.
- (n) Remaining compliant with mandatory training as determined by Epworth in respect to the National Safety and Quality Health Service Standards.
- (o) Maintaining sufficient level of clinical activity at Epworth and in a Clinical Institute to enable the Group Chief Executive or delegate to be satisfied that:

² Please see Annexure B

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- (i) the Appointed Practitioner's knowledge and skills are current;
 - (ii) the Appointed Practitioner is familiar with the operational policy, procedures and practices of the Hospital and Epworth; and
 - (iii) the Appointed Practitioner contributes actively and meaningfully to the Clinical Institute and to Epworth.
- (p) Maintaining appropriate professional indemnity insurance.
 - (q) Maintaining registration with the Medical Board of Australia/AHPRA.
 - (r) Seeking the approval of the Executive Director Medical for any variation of Scope of Practice (ie Tiers).
 - (s) Advising the Executive Medical Director or delegate promptly should:
 - (i) there be any variance in registration with AHPRA;
 - (ii) they be advised by the Medical Board of Australia or other responsible registered body and/or APHRA that enquiries leading to an investigation of either unsatisfactory professional performance, unprofessional conduct or professional misconduct are to be considered by the Medical Board of Australia or other responsible registration body where applicable;
 - (iii) an adverse finding (whether formal or informal) be made against him/her by AHPRA or the Medical Board of Australia (or other responsible board where applicable) or the Victorian Civil and Administrative Tribunal;
 - (iv) professional indemnity insurance or membership of a medical defence organisation be made conditional or not be renewed;
 - (v) his or her appointment at any other hospital or day procedure centre be altered in any way including, without limitation, the imposition of any restriction or condition on his or her appointment or scope of practice; or
 - (vi) he/she be involved in an adverse event at a Hospital controlled by the Epworth Foundation or an adverse finding occurring at any other hospital, health service or day procedure centre.
- (t) Consenting to a National Criminal History check.
 - (u) Maintaining a current Working With Children certificate if the practice involves work relating to children under the age of 18 years.
- [Note: Working with Children Act defines Child as a person under 18 years of age. Child related work can include a private hospital]**
- (v) Providing appropriate proof of identity as required.
 - (w) Not facilitating, engaging or using the services of a Medical or Health Practitioner or any other person at Epworth who does not hold a current appointment at Epworth.
 - (x) Not treating a member of their immediate family at Epworth.
 - (y) Complying with any ethics committee approval where applicable.
 - (z) Contributing to the growth and development of their division/Hospital(s).
 - (aa) Acting in the best interest of patients and Epworth by using resources, including facilities, theatres and support services, efficiently.
 - (bb) Participating in reasonable Hospital administrative practices in a timely manner, to enable the Hospital to collect revenues from appropriate sources, for care given.

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- (cc) Participating in departmental or craft group structures which may be established.
 - (dd) Participating in agreed formal on call arrangements.
 - (ee) Ensuring all patients or persons responsible for such patients are provided timely and accurate information about the likely costs of the episode of care to be offered and give written informed and timely financial consent for services to be provided by the Appointed Practitioner.
 - (ff) Avoiding charging excessive fees which fall outside what is considered reasonable by the peers of the relevant discipline.

[Note: For the avoidance of doubt, and without limiting the generality of this By-law, the Board of Management considers the raising of fees by an Appointed Practitioner which are, in all the circumstances, manifestly excessive to be contrary to generally accepted ethics of professional practice.]

- (gg) Not representing in any way that they represent the Hospital, or the Epworth Foundation, in any circumstances, including the use of Hospital or Epworth Foundation letterhead or use of the name “Epworth” in business names (registered or unregistered), unless with the express written permission of the Group Chief Executive.
- (hh) If determined by Epworth a new appointee may be required to have a mentor.

3. CATEGORIES AND DURATION OF APPOINTMENT

What is this section about?

There are various categories of appointment at Epworth. A Medical Practitioner must have an appointment to be able to attend or utilise facilities of Epworth. Such appointments are subject to:

- (a) clinical service needs alignment and compatibility; and
- (b) Scope of Practice competency.

The appointments are time limited.

3.1 Categories of appointment

All Medical Practitioners must hold a current Epworth appointment to practice clinically or provide professional services at, to or from any Epworth facility or service at any time.

The approved scope of clinical practice for medical Specialists will be defined according to levels of competency or 'Tiers'. Tier A refers to basic accreditation for a given specialty, i.e. the applicant has satisfied the appropriate Fellowship requirements of the relevant medical college or equivalent. Tier B applies to a selected range of advanced or emerging interventions for which additional evidence of suitable training or experience is required. Tier C applies to those practitioners seeking to introduce new interventions that have not previously been performed at Epworth, for which consideration is required and appropriately approved. Categories of appointment include:

- (a) 'Full Appointment' will be the normal form of engagement with Epworth which will have a defined location, duration and defined Scope of Practice (i.e. Tiers A, B or C).
- (b) Other categories of appointment by Epworth that could apply are:
 - (i) 'Temporary/Locum Appointment' refers to a short term and/or time-limited appointment required for compelling service or educational needs such as locum or cover arrangements, proctoring, training-related procedures or emergency procedures.
 - (ii) 'Provisional Appointment' refers to a situation such as where the appointment process cannot be completed because further information is required and there is a compelling service need for the Specialist to practice at Epworth, or the Specialist is under supervision for defined procedures (such as training in robotic surgery).
 - (iii) 'Appointment with Limitations' refers to an appointment where specific clinical restrictions are applied (such as no admitting rights, no use of catheter labs, no use of chemotherapy, outpatient consulting only).
 - (iv) 'Honorary/Emeritus Appointment' refers to either:
 - (A) an Epworth appointed Specialist who does not wish to continue with clinical practice but wishes to maintain a close relationship with Epworth through education, research and/or service roles (such as acting as a mentor); or
 - (B) an Honorary Appointment who has provided long and distinguished service to Epworth and who is titled Consultant Emeritus.
 - (v) 'Service Provider Contingent Appointment' Appointment as an Appointed Practitioner whilst employed or engaged by a contracted services provider to Epworth. Such appointment will be tied to the contract of the Service Provider with Epworth.

In respect to all categories of appointment listed in By-laws 3.1(b) (i) to (v) inclusive, the Group Chief Executive or delegate, may determine in their absolute discretion whether any obligations required by By-law 2 shall not be required to be complied with.

3.2 Dentists

Dentists may be a Specialist (eg orthodontist) or general Dentist.

General dental practitioners are only eligible for appointment at a Hospital approved by the Board of Management in their absolute discretion.

3.3 Duration of Appointment

- (a) New appointments will be offered for 18 months.
- (b) Reappointments will be offered for a maximum of 36 months.

The Group Chief Executive or delegate may vary these periods.

4. APPOINTMENT MECHANISM, DECISION MAKING AND STAGES

What is this section about?

This part of the By-laws describes the mechanisms for consideration of an expression of interest/ application and decision making for appointment to Epworth.

There is no right of appeal against a failure to make an initial appointment by Epworth HealthCare. This part details the processes and stages of medical appointment consideration at Epworth.

There is a flow diagram of the Specialist appointment process and stages annexed to these By-Laws.

The appointment process is a five stage process.

4.1 Location

Applications will be assessed for their alignment with an existing or predicted service need at the requested Epworth locations or services. Each appointment will normally have a 'home' or primary location at Epworth for providing services, which will have lead responsibility for managing the relationship with and providing support to the Specialist. Other potential Epworth practice locations may also be agreed by the relevant Executive Director of any additional location concerned.

4.2 Stage 1: Expressions of interest

Specialists may apply to Epworth or respond to direct invitations or advertisements.

Stage 1 Expressions of interest will be managed at Divisional level and will be supported by business development managers and Medical Directors in consultation with the Operational Executive Director. This stage will respond to identified service gaps, workforce shortages and emerging service areas. This will then enable Epworth to determine service needs.

At this stage there will be an initial review of the qualifications, experience and compatibility of the applicant by the Medical Director at the relevant location to consider the clinical competence for the Scope of Practice needed at the site. If this review indicates likelihood of a good fit with Epworth then the applicant proceeds to Stage 2.

4.3 Stage 2: Clinical service assessment

Stage 2 Clinical service assessment will be conducted at a Divisional level through the relevant Operational Executive Director and Medical Director for all applications whether new or reappointments. It will incorporate consideration of alignment with local service needs, productivity, and adherence with Epworth Values³. Scope of Practice will not be formally assessed at this stage except as it relates to service needs. Face-to-face discussions may be held to explain conditions of appointment and discuss service contributions/expectations. The chair of the Divisional MAC and a site representative of the relevant Clinical Institute may also be consulted.

The assessment will consider:

- (a) Service plan proposal (e.g. primary location, case mix, throughput, interface with consulting rooms).
- (b) Resource availability at primary location such as theatres, consulting rooms, marketing support, facilities, equipment, appropriately trained staff.
- (c) Business viability and sustainability, potential growth.
- (d) Availability for on-call rosters, follow up care and cover.
- (e) Engagement with other Epworth Divisions.
- (f) Contributions to education, research and leadership activities.
- (g) Business arrangements and demonstrated collegiality with other practitioners.

- (h) Support for the Epworth Values and behaviours⁴.
- (i) Compatibility and potential conflict of interest.
- (j) Workforce strategy and succession planning.
- (k) Resource utilisation such as theatres and length of stay (for reappointments).
- (l) Prior performance such as Hospital throughput, academic contributions and adherence to Epworth Values (for reappointments).

If the application is supported, the Operational Executive Director/Medical Director will refer on to Stage 3. If the application is not supported the applicant will be informed and no further action will be taken.

4.4 Stage 3: Scope of Practice assessment

At Stage 3, references, where required, will be sought. Information collected will be used to assess the training, experience, competence, judgement, professional capabilities and knowledge, Current Fitness, character and confidence held in the applicant.

A medical director or other delegated officer will then formally assess the applicant's qualifications, experience and registration/accreditation status and the appropriateness of the references. This credentialing assessment will include:

- (a) Education and formal training:
 - (i) Formal qualifications accepted by relevant registration board (AHPRA)
 - (ii) Fellowship details with certification of successful completion of advanced training from the relevant college or equivalent
 - (iii) Diploma and accredited training programs in medical skills and advanced practices where relevant
- (b) Evidence of previous experience:
 - (i) Evidence of relevant clinical activity and experience in the Scope of Practice being

- proposed
- (ii) Evidence of recent practice in the Scope of Practice requested as attested to by referees and in the curriculum vitae
- (c) Registration/accreditation status:
 - (i) Evidence of any conditions or limitations imposed by the Medical Board/AHPRA
 - (ii) Evidence of any conditions, limitations or investigations relating to accreditation/ appointment at other hospitals/health services
- (d) Appropriateness of referees
 - (i) Evidence that the referees are able to judge the clinical competence of each Tier level requested, based on recent and relevant experience, and also to judge compatibility with the Epworth Values⁵.

When the delegated officer is satisfied that the relevant documentation is complete, the application will be referred to suitably qualified Clinical Reviewers nominated by the Clinical Institute executive committee. This will incorporate a comprehensive assessment of the capacity of the applicant to deliver the defined Scope of Practice. The assessment will focus on clinical competence, quality and service contributions to audit, education, and research. Clinical service alignment will not be considered as this will have already been performed under Stage 2.

The assessment will include consideration of:

- (i) Quality of care indicators such as audit indicators, complaints.
- (ii) Scope of Practice competency.
- (iii) Clinical suitability for on-call rosters e.g. breadth of recent experience.
- (iv) Commitment to participate in audit, teaching and/or research.
- (v) Prior participation in audit, teaching and/or research (for reappointments).

⁴ Please see Annexure B

⁵ Please see Annexure B

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- (vi) Referee reports (if applicable).
 - (vii) Clinical Reviewer reports (if applicable).
 - (viii) Mentor and Medical Director reports (if applicable).
 - (ix) The training, experience, judgement, professional capabilities and knowledge, Current Fitness, character and confidence held in the applicant.

The Clinical Institute executive committee will consider the application, Clinical Reviewer comments and relevant reports, and then determine the recommended Scope of Practice. A suitable mentor may be confirmed for new appointments at this stage. This process will ensure that Clinical Institutes take responsibility for new appointments and reappointments to maximise quality and engagement with Epworth.

A recommendation will then be made by the Clinical Institute Director on behalf of the respective Clinical Institute executive committee to the Specialist Appointments Standing Committee.

4.5 Stage 4: Recommendation for appointment

The Stage 4 Recommendation for appointment will be considered by the Specialist Appointments Standing Committee. The SASC is the 'peak' multi-specialty Epworth-wide advisory committee which gives penultimate consideration to the appropriateness of the appointment, and makes a recommendation to the Group Chief Executive or delegate.

If the SASC is unsure how to resolve a particular application or would like additional assistance it should refer a specific application to the GMAC on a case by case basis.

A recommendation for approval/non-approval of an appointment within a defined Scope of Practice will then be made to the Group Chief Executive or delegate.

4.6 Stage 5: Approval of appointment

Stage 5 Approval of appointment will be the final step in the appointment process before an offer is made. Approval will be considered by the Group Chief Executive or delegate on the recommendation of the Specialist Appointments Standing Committee or GMAC as appropriate. An offer of appointment shall be made in writing including any required undertakings and acknowledgements and an appointment will be effective once accepted in writing by the recommended appointee.

4.7 Non-Typical Appointment Review Process

Where an application from a Specialist cannot be assessed by an appropriate Clinical Institute (for example they are engaged through a third party service provider contracted by Epworth such as pathology or imaging services), the following variations will apply:

- (a) Stages 1 and 2 will be performed by the service provider;
- (b) Stage 3 will be performed by the Epworth Group Medical Directors who will identify appropriate Clinical Reviewers and advisers, and then make a recommendation to the Specialist Appointments Standing Committee.

4.8 Change of Scope of Practice

Where an Appointed Practitioner seeks to expand or change their Scope of Practice (such as Tier B or C) this can occur either as part of an application for a reappointment or during an existing appointment. In the latter case, the duration of an approved scope change will align with the existing appointment.

Requests for an expanded Scope of Practice will first go through a needs assessment, followed by assessment of credentials and then granting of Scope of Practice expansion if agreed by the Group Chief Executive or delegate.

4.9 Reapplication

Applicants for new appointments (and who shall have no right of appeal) and reappointments, who are not supported, may not reapply for a minimum of 12 months, unless determined otherwise by the Board as a result of an appeal.

4.10 Referees

(a) Initial application

All applicants for initial appointment are required to nominate referees. A minimum of two referees from the same specialty will be required who have recent, firsthand experience of the applicant's work, one of whom should preferably be an Epworth Specialist. Referees should be selected for their expertise in each Tier level applied for and be financially, professionally and personally independent of the applicant, and not stand to gain personal benefit or advantage by acting as referee such as being members of the same group practice.

(b) Subsequent reappointment application

Reappointments will not normally require references as there will be a review of the applicant's existing Epworth performance record by the Operational Executive Director, Divisional Medical Director and the Clinical Institute executive committee. References may be requested if required.

5. REVIEW, SUSPENSION, TERMINATION, APPEALS, RIGHTS AND PROCESS

What is this section about?

This part details the basis of review of Scope of Practice and suspension and termination of appointment, the rights to appeal and appeals process for an Appointed Practitioner.

A separate Epworth policy relates to managing a complaint or a concern about an Appointed Practitioner.

5.1 Review of Scope of Practice/Appointment

(a) Internal Review

The Board of Management, Group Chief Executive, Executive Director Medical or Operational Executive Director may at any time, request the relevant Clinical Institute executive committee to promptly review the Scope of Practice and/or appointment of an Appointed Practitioner including an assessment if necessary of Current Fitness and confidence held in such an appointee. Following such review, the Group Chief Executive or delegate, considering the advice of the Clinical Institute executive committee and the SASC, shall make a determination concerning the continuation, amendment, suspension or revocation of the Scope of Practice and/or appointment, subject to the provisions of By-Law 5.4. Supervision and /or mentoring by a colleague for a defined period and purpose may be recommended.

The Appointed Practitioner will be appropriately notified that an internal review has been commissioned and will be invited to appropriately cooperate and participate in such an internal review.

(b) Independent Review

The Board of Management or the Group Chief Executive or delegate may at any time require and commission an independent review of the Scope of Practice and/or appointment of any Appointed Practitioner. The report of such a review may include an assessment if necessary of Current Fitness and confidence held in such an appointee and such a review may concern the continuation, amendment, suspension or revocation of the Scope of Practice and/

or appointment. Following such review, the Group Chief Executive or delegate, considering the advice of the independent review and the advice of the SASC, shall make a determination concerning the continuation, amendment, suspension or revocation of the Scope of Practice and/or appointment, subject to the provisions of By-Law 5.4.

5.2 Suspension

The Group Chief Executive or delegate, following consultation with the chair of the SASC may suspend any Appointed Practitioner if:

- (a) it is necessary for patient care or safety; or
- (b) the conduct of the Appointed Practitioner is such that it is unduly hindering the efficient operation of Epworth or any of its services at any time; or
- (c) the conduct of the Appointed Practitioner is bringing, or may bring, Epworth into disrepute; or
- (d) the behaviour or conduct of the Appointed Practitioner appears to be not consistent with the Epworth Values⁶, codes of conduct and/or the objects of the Epworth Foundation, as set out in s 4 of the Act; or
- (e) the behaviour or conduct of the Appointed Practitioner is not consistent with the Medical Board of Australia Good Medical Practice: A Code of Conduct for Doctors in Australia.

The Group Chief Executive or delegate shall notify the Appointed Practitioner of the decision giving reasons why the Scope of Practice or Appointment has been suspended. The affected practitioner shall have the rights of appeal established by By-Law 5.4.

5.3 Cessation or Termination of Appointment

- (a) An Appointed Practitioner may resign his/her appointment after the expiry of one month after the giving of notice to Epworth, unless agreed otherwise by the Group Chief Executive or delegate.
- (b) An appointment shall be immediately terminated by the Group Chief Executive or delegate should an Appointed Practitioner:
 - (i) cease to be registered by AHPRA or the Medical Board of Australia (or other responsible board where applicable); or
 - (ii) where the Appointed Practitioner's professional indemnity insurance or membership of a medical defence fund is cancelled, lapses or no longer adequately covers the Appointed Practitioner to the extent of his or her Scope of Practice, except where the Appointed Practitioner is an employee of the Epworth Foundation and is covered for such Scope of Practice by insurances held by the Epworth Foundation.
- (c) An appointment shall be terminated by the Group Chief Executive or delegate should the Appointed Practitioner not be regarded by the Group Chief Executive or delegate, following consultation with the chair of the SASC, as having the appropriate Current Fitness to retain the Scope of Practice granted or does not have confidence in the continued appointment of the Appointed Practitioner. This could include failure to notify actions taken against them by another hospital or health service.
- (d) An appointment may be terminated by the Group Chief Executive or delegate should an Appointed Practitioner become permanently incapable of performing his or her duties over a continuous period of not less than 6 months.
- (e) The appointment of an Appointed Practitioner may at any time be suspended or terminated by the Group Chief Executive or delegate where:
 - (i) the Appointed Practitioner fails to safeguard patient care or safety; or
 - (ii) the Appointed Practitioner fails to observe the terms and conditions of his/her appointment; or
 - (iii) the Appointed Practitioner on the advice of the Operational Executive Director fails to maintain the requirements of By-Law 2(o) or to consistently demonstrate the Epworth Values⁷; or
 - (iv) an independent review has been conducted of the Appointed Practitioner pursuant to By-Law 5.1 and following review of any such report of that review the Board of Management or the Group Chief Executive or delegate does not have confidence in the continued appointment of the Appointed Practitioner; or
 - (v) the Appointed Practitioner is found to have engaged in unsatisfactory professional performance, unprofessional conduct or professional misconduct in relation to the Health Practitioner Regulation National Law (Victoria) Act 2009 or its predecessor Acts.
- (f) The appointment of an Appointed Practitioner shall be terminated as otherwise provided in these By-laws.
- (g) The Group Chief Executive or delegate may suspend or terminate an appointment of an Appointed Practitioner should that practitioner be convicted of a sex or violence offence or any offence which affects the Appointed Practitioner's practice as a Medical Practitioner or which relates to fraudulent and/or dishonest conduct.
- (h) The appointment of an Appointed Practitioner as a Service Provider Contingent Appointment provided for by By-law 3.1(b)(v) shall terminate on the expiry or termination of the agreement

⁷ Please see Annexure B

with the contracted service provider for whom the Appointed Practitioner provides services, or on the termination of the Appointed Practitioner's employment or engagement with the contracted service provider.

- (i) The Group Chief Executive or delegate shall appropriately advise any Appointed Practitioner in respect to any determination under By-law 5.3.

5.4 Appeals

- (a) Initial appointment application/no rights of appeal
 - (i) There will be no rights of appeal for rejection of new applicants (ie the applicant does not hold a current appointment which is up for renewal). Applicants who have held a past but not current appointment are deemed to be new applicants.
 - (ii) No right of appeal arises where the appointment of an Appointed Practitioner is suspended or terminated in accordance with By-Laws 5.3(b) (i), (ii), (e) (v), (g) or (h).
- (b) Reappointment appeals

There will be rights of appeal for rejection of reappointment applicants where applications have not been successful or varied under Stage 3 and 4 (Scope of Practice).
- (c) Appeal to Board of Management

Appeals from the appointment determinations of the Group Chief Executive or delegate of an Appointed Practitioner eligible to lodge an appeal in accordance with these By-laws will be considered by the Board of Management. The Board of Management may establish a sub-committee to undertake such a role. The Board of Management may in its discretion take independent, external advice in considering the appeal. The Board of Management will have the power to affirm the determination, vary the previous determination or vacate the determination and refer the application back

to the SASC and the Group Chief Executive or delegate or otherwise determine.

The Group Chief Executive or delegate will not be a member of the appeal committee or exercise powers as a member of the Board of Management associated with an appeal where the Group Chief Executive or delegate was the relevant decision maker.

The Group Chief Executive may be a member of the appeal committee or exercise powers as a member of the Board of Management associated with an appeal where the Group Chief Executive was not the relevant decision maker.

Written notice of appeal from the appointment determinations of the Group Chief Executive or delegate must be submitted within 30 days of the date of the written notification.

The Board of Management may at its discretion require a fee to be payable in advance for the consideration of appeals. Such a fee shall take into account Epworth's reasonable costs of facilitating, running and determining the appeal. This sum may be refunded in full or in part if the appeal is successful.

Epworth will describe in a supplementary policy and protocol the process for conducting appeals, which shall reflect obligations of natural justice.

6. MEDICAL ADVISORY AND GOVERNANCE MECHANISMS

What is this section about?

This part provides details in respect of:

- (a) Clinical Institutes at Epworth;
- (b) Specialist Appointments Standing Committee; and
- (c) Medical advisory committees both Group and site/divisional.

Epworth may from time to time issue supplementary documents relating to the various committees referred to in this part.

The role of the Group Chief Executive or delegate in respect to medical appointments is also outlined.

A CLINICAL INSTITUTES

6.1 Appointment to Clinical Institute

The Group Chief Executive will establish Clinical Institutes whose purpose will be to advance and apply knowledge to improve the quality of healthcare and the patient experience through clinical audit, peer review, education, research and advice. Each Appointed Practitioner will be a member of a Clinical Institute (other than Service Provider Contingent Appointees). Participation in the activities of other Clinical Institutes may occur.

6.2 Clinical Institute executive committees

There shall be an executive committee for each Clinical Institute.

The core membership of the Clinical Institute executive committee will comprise:

- (a) the Clinical Institute Director;
- (b) the Medical Director with group-wide responsibility for the specialty areas of the Institute;
- (c) representatives of each medical specialty in the Institute;
- (d) representatives of each Hospital where the Institute's medical specialty groupings are present; and

[Note: This does not require that each medical speciality from each hospital is represented]

- (e) an Executive Director or senior manager nominated by the Group Chief Executive

Members will be appointed by the Clinical Institute Director in consultation with the Executive Director Medical for an initial three year term to a maximum of three terms. A Committee will be supported by an administrative officer.

6.3 Roles of the Clinical Institute

The role of the Clinical Institute executive committee with regards to Specialist appointments will be to:

- (a) Engage three or more Clinical Reviewers for each speciality in the Clinical Institute to assess Specialist applications
- (b) Nominate at least two Clinical Reviewers from the same specialty to assess each Specialist application, who are financially, professionally and personally independent of the applicant.
- (c) Consider the Clinical Reviewer reports and other supporting documentation
- (d) Undertake Scope of Practice and Tier assessments for each Specialist application
- (e) Ensure that the Clinical Institute executive committee members making the assessment includes at least one member who is not from the same craft group as the applicant
- (f) Make a non-binding recommendation to the Specialist Appointments Standing Committee for each application considered
- (g) Confirm a suitable mentor for new appointments when the Committee considers it is appropriate and necessary

The Clinical Institute executive committees other roles include:

- (h) advancing clinical audit and peer review;
- (i) supporting education and research within the Institute;
- (j) providing advice on new models of care/ techniques/modalities/equipment and relevant policies, procedures and protocols;
- (k) developing and delivering clinician engagement activities and symposia;
- (l) planning, monitoring and communicating Institute activities;
- (m) undertaking internal reviews in accordance with By-Law 5.1(a) if requested.

Epworth may issue supplementary documents relating to Clinical Institutes from time to time.

B SPECIALIST APPOINTMENTS STANDING COMMITTEE

6.4 Role and Membership of Specialist Appointments Standing Committee

The Specialist Appointments Standing Committee (SASC) will review the advice provided by Clinical Institute executive committees and make a recommendation to the Group Chief Executive or delegate for approval/non-approval of an appointment within a defined Scope of Practice. The Executive Director and Medical Director of the sponsoring Division will be informed of the recommendation of the SASC.

The membership of the SASC will comprise:

- (a) Chair of the GMAC.
- (b) Chairs of each Divisional Medical Advisory Committee (MAC).
- (c) Directors of each Clinical Institute (or nominee).

The Group Chief Executive or delegate will not be a member but will have rights of attendance.

The SASC chair will be elected by the membership. The SASC secretary will be the Group Manager Medical Workforce Development.

The SASC may refer a specific application to the GMAC on a case by case basis.

Epworth may issue supplementary documents relating to the SASC from time to time

C GROUP CHIEF EXECUTIVE OR DELEGATE

6.5 Role of the Group Chief Executive or delegate

The role of the Group Chief Executive or delegate will be to:

- (a) Consider the recommendations of the SASC and where appropriate the GMAC.
- (b) Determine and offer Specialist appointments (Full Appointment or Appointment with Limitations) having regard to the recommendations received from the SASC and where appropriate the GMAC.
- (c) Provide exception reports to the Board of Management where there is a deviation from the recommendations received from the SASC or GMAC.
- (d) Approve Temporary/Locum Appointments, Provisional Appointments, and Honorary/ Emeritus Appointments on the recommendation of a Divisional Medical Director, or Clinical Institute executive committee or designated officer.
- (e) Suspend and/or terminate a Specialist appointment (all types) in accordance with By-law 5.
- (f) Provide the Board of Management annually with a compliance review of the appointments system.
- (g) Implement the determinations of the Board following any appeals.

Epworth may vary these roles from time to time.

D GROUP MEDICAL ADVISORY COMMITTEE

6.6 Purpose

To be the formal organisational body through which the views of the Accredited Practitioners of the hospitals and healthcare services of Epworth Foundation and its related entities (Epworth Group) shall be formulated and communicated and provide a means whereby Accredited Practitioners participate in the policy making and planning processes of the Epworth Group.

6.7 Objectives

The Group Medical Advisory Committee will provide advice to the Board of Management of Epworth Foundation, Group Chief Executive, Executive Director Medical & Academic and Chief Medical Officer and the Executive Director Clinical Services and Chief Nursing Officer.

The Group Medical Advisory Committee will consider:

- (1). Strategic and operational development of the Epworth Group from a medical perspective, including making recommendations in relation to approval of new interventional procedures for Tier C under the By-Laws of Epworth Foundation (By-Laws);
- (2). Quality of care issues and referral of matters to relevant Clinical Institutes where appropriate for consideration and feedback;
- (3). Matters of medical engagement and satisfaction;
- (4). Advising on the medical workforce plan for the Epworth Group;
- (5). Formal requests from the Specialist Appointments Standing Committee or the Group Chief Executive (or delegate) under the By-Laws to review, advise on and make a recommendation in regard to the approval/non-approval of a Medical Practitioner to hold a current 'appointment' to practice clinically at any Epworth site or service within a defined Scope of Practice.

6.8 Chair and Deputy Chair

The members shall elect a Chair and a Deputy Chair both of whom shall be current serving members of a Medical Advisory Committee at the time of nomination.

The Group Chief Executive, Executive Director Medical & Academic and Chief Medical Officer, Executive Director Clinical Services and Chief Nursing Officer and Divisional Medical Directors are not eligible to be elected as either Chair or Deputy Chair of Group Medical Advisory Committee.

Each member, with the exception of the Group Chief Executive, Executive Director Academic and Medical and Chief Medical Officer and the Executive Director Clinical Services and Chief Nursing Officer, shall have voting rights in relation to election of the Chair and Deputy Chair.

The Chair is a member of the Board of Management pursuant to Section 9(1)(b) of the *Epworth Foundation Act 1980* (Vic) (the Act). The Act refers to the Committee as the Medical Advisory Council and to the Chair as the Chairman. The terms shall be interchangeable for the purposes of these terms of reference.

Once appointed, the Chair is entitled to hold the position of Chair of the Committee until no longer a member of the Board of Management in accordance the terms of appointment of members of the Board of Management pursuant to the Act (i.e. up to nine years).

The Chair ceases to be a member of a Divisional Medical Advisory Committee on appointment as Chair.

When the Chair is due to retire by rotation from the Board of Management (after three years and after six years), her/his nomination for reappointment to the Board of Management is subject to majority support from Committee members that she/he continue as Chair of the Committee for a further three years. Without that support, the Chair will not be considered eligible to nominate

⁸ Section 17(1)

for reappointment as a member of the Board of Management for a further term, and both positions will be vacated at the end of the relevant calendar year.

The term of tenure of the Deputy Chair shall be determined on a case by case basis by the Committee and remains subject to continuing as a member of a Divisional Medical Advisory Committee.

6.9 Membership

Ex-officio members will be:

- > Group Chief Executive
- > Executive Director Academic and Medical and Chief Medical Officer
- > Executive Director Clinical Services and Chief Nursing Officer
- > Chairs of each Divisional Medical Advisory Committee
- > Divisional Medical Directors
- > Chairs of each Clinical Institute

Appointed members will be:

Members appointed from time to time with the approval of the Board of Management, will include at least two additional members of each Medical Advisory Committee.

6.10 Secretary

The Group Manager Medical Workforce will act as Secretary of the Committee and will attend the meetings.

6.11 Quorum

A quorum shall consist of half of the membership plus one.

6.12 Meeting Timeframe

Ordinary meetings shall be held at least once every two months provided that at least 14 days' notice shall be given of every ordinary meeting. A special meeting may be called by the Group Chief Executive or Chair in consultation with the Group Chief Executive.

6.13 Reporting Structure

The Committee reports to the Board of Management through the Chairperson of the Committee.

6.14 Minutes

Minutes of all meetings shall be recorded by the Secretary of the Committee and shall be distributed to the Committee prior to the next meeting.

Minutes of a meeting shall be confirmed by resolution and signed by the Chair at the next meeting and minutes so confirmed and signed shall be taken as evidence of the business of the previous meeting.

Minutes of a meeting will be made available to the Board of Management on request or at the discretion of the Chair.

Matters discussed at meetings may be reported to the Board of Management by the Chair; by each Division Medical Advisory Committee by the Medical Director and by the Group Chief Executive to the Executive Committee of the Epworth Group.

6.15 Papers and Reports

The Committee will receive reports from:

- > Divisional Medical Advisory Committees
- > Specialist Appointments Standing Committee
- > Clinical Institutes (annually)
- > Any other group that is primarily related to medical and patient care matters within the Epworth Group (frequency to be determined by the Committee).

6.16 Delegated Authorities

No approval authorities of the Board of Management are delegated to the Committee.

6.17 Terms of Reference

The Terms of Reference are reviewed on at least an annual basis.

Amendments to the Terms of Reference, and the roles and responsibilities of the Chair and Deputy Chair, are approved by the Board of Management in consultation with the Committee.

E DIVISIONAL MEDICAL ADVISORY COMMITTEES

There will be a Medical Advisory Committee (MAC) for each Division. The MAC will provide advice to the GMAC, Operational Executive Director, Executive Director Medical and Executive Director of Clinical Services. The MAC will meet bimonthly or as otherwise required.

6.18 Role of Divisional MACs

The Divisional MAC will consider:

- (a) strategic and operational development of the Division/Hospital from a medical perspective;
- (b) consideration of quality issues and referral of matters to relevant Clinical Institutes where appropriate for consideration and feedback;
- (c) matters of medical engagement and satisfaction;
- (d) advising on the medical workforce plan for the Division/Hospital.

The MAC may appoint subcommittees to consider specific issues, matters relating to service groupings, or any other matter in respect to its role. The MAC may also establish a 'Council of Clinicians' or equivalent which would provide opportunities for large numbers of Specialists to meet together to discuss common issues relating to the hospital/health service.

6.19 Membership of Divisional MACs

Ex-officio members will be:

- (a) Operational Executive Director of the Division (non voting)
- (b) Medical Director (non voting)
- (c) Director of Clinical Services (non voting)

Other members will be nominated by MAC subcommittees and/or Council of Clinicians (where they exist), or by colleagues or be self-nominated. The Operational Executive Director of the Division, with advice from the chair of the MAC and the Medical Director, will determine

the final composition to ensure the appropriate balance between specialties and locations where appropriate. Elections may be held.

In determining the size of the membership of a MAC, the MAC shall consult with the relevant Operational Executive Director and shall take into account the proposed composition of the MAC and its ability to add value to Epworth Healthcare in achieving the MAC's role and whether the membership is not so large as to be unwieldy. Such a review should occur at least once every three years.

Members will be appointed for a 3 year term to a maximum of three terms.

The Divisional MAC chair will be elected by members for a 3 year term to a maximum of three terms.

The Group Chief Executive, Executive Director Medical, and Executive Director Clinical Services may have rights of attendance.

The Divisional MAC chair will join the GMAC for a 3 year term (to a maximum of 3 terms). If the Divisional MAC chair is elected as the GMAC chair then a new Divisional MAC chair will be elected.

The chair of Divisional MACs will be members of the SASC.

6.20 Board determinations in respect to Divisional MACs

The Board of Management may determine any other matter in respect to the role, membership and functions of a Divisional MAC.

6.21 Proceedings of Divisional MACs

The principles underlying the procedures for Divisional MACs shall be the same as provided for in By-laws 6.8, 6.9, 6.10, 6.11, 6.12, 6.13 and 6.14 other than By-laws 6.9(a), (c)(v) and 6.13(e) which shall not apply to Divisional MACs.

7. GENERAL PROVISIONS AND INTERPRETATION

What is this section about?

This part details obligations in respect to conflicts of interest.

This part also details machinery provisions for interpreting the By-laws. This includes rules of interpretation, quorum, resolution without meetings, meetings by electronic means, confidentiality, voting and disputes in relation to By-laws and revision of the By-laws.

7.1 Conflicts of Interest

- (a) Without limiting section 18 of the Epworth Foundation Act 1980 (Vic), a member of any committee, subcommittee or council established under these By-laws or a person authorised to attend any committee or council meeting who has a direct or indirect pecuniary interest or a conflict of interest or a potential conflict of interest:
- (i) in a matter that has been considered or is about to be considered at a meeting such a member or person shall not participate in the relevant discussion or resolution of any such interest or matter nor shall such a person be eligible to hold any office whilst such conflict of interest or potential conflict of interest exists; or
 - (ii) in a thing being done or about to be done by the Hospital or the Epworth Foundation, shall as soon as possible after the relevant facts have come to the person's knowledge, disclose the nature of the interest at the meeting.
- (b) A disclosure by a person at a meeting of the committee, subcommittee or council that the person:
- (i) is a member, or is in the employment of a specified company or other body;
 - (ii) is a partner, or is in the employment, of a specified person; or
 - (iii) has some other specified interest relating to a specified company or other body or a specified person, shall be deemed to be a sufficient disclosure of the nature of the

interest in any matter or thing relating to that company or other body or to that person which may arise after the date of the disclosure.

The committee, subcommittee or council shall cause particulars of any disclosure made under By-laws 7.1(a) or 7.1(b) to be recorded in the minutes of the relevant meeting and declared by the member or authorised person in writing on a pecuniary interest/conflict of interest declaration form.

Where a disclosure has been made of a perceived or real conflict of interest the committee, subcommittee or council shall determine whether the person concerned should be absent from the meeting where the relevant issue is to be discussed. The action taken should also be recorded in the minutes of the meeting.

7.2 Rules for interpreting the By-laws

In these By-laws headings are for convenience only and do not affect interpretation.

The following rules also apply in interpreting these By-laws, except where the context makes it clear that that a rule is not intended to apply.

- (a) A reference to legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it.
- (b) A reference to a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated.
- (c) A singular word includes the plural, and vice versa.

- (d) A word which suggests one gender includes the other gender.
- (e) If a word is defined, another part of speech has a corresponding meaning.
- (f) If an example is given of something (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.

7.3 Titles

In these By-laws where there is use of the title chair the incumbent of that position for the time being may choose to use whichever designation that person so wishes.

7.4 Quorum

Where a reference is made to a meeting and no quorum is specified, the following quorum requirements shall apply:

- (a) where there is an odd number of members of the committee or group, a majority of the members; or
- (b) where there is an even number of members of the committee or group, one half of the number of the members plus one, unless otherwise specified by the Board of Management.

7.5 Resolutions without meetings

A decision may be made by a committee or council established by the Board of Management under the Act or pursuant to these By-laws without a meeting if a consent in writing setting forth such a decision is signed by and agreed to by a majority of the committee or group members, as the case may be, in accordance with By-law 7.8.

7.6 Meeting by electronic means

A committee or council established by the Board of Management under the Act or pursuant to these By-laws may hold any meeting by electronic means whereby participants can be heard and can hear

but are not necessarily in the same place. The requirements of these By-laws shall nonetheless apply to such a meeting.

7.7 Confidentiality

Information provided to any committee, council or person which is provided in confidence shall be regarded as confidential and is not to be disclosed to any third party or beyond the particular forum for purposes which such information is made available save for disclosure of notifiable conduct as required by law.

7.8 Voting

For the election of chairs or members of committees a confidential preferential voting system shall be used. Eligible members may complete a ballot form at or in advance of the meeting where the vote is taken.

In other circumstances, where required by these By-laws, voting shall be on a simple majority voting basis and only by those in attendance at the meeting. There shall be no proxy vote. In the event of an equality of votes the chair shall have an additional vote as provided by s 17 (4) of the Act.

7.9 Review of By-laws

The Board of Management may after due consultation from time to time make, vary or revoke these By-laws but they shall be reviewed at least every three years.

8. DICTIONARY

What is this section about?

This part of the By-laws provides definitions for terms used throughout the By-laws as well as general interpretation to assist the reader to understand common expressions.

Act means the Epworth Foundation Act 1980 (Vic) including any regulations thereto.

AHPRA means The Australian Health Practitioner Regulation Agency which is the organisation responsible for the registration and supervision of health professions across Australia.

Appointment means the employment or engagement of a Medical Practitioner or Dentist to provide services within a Hospital or on behalf of Epworth HealthCare.

Appointment Guidelines means the guidelines attached or as promulgated by the Board from time to time specifying the Appointment Tier to be assigned to Appointed Practitioners at Epworth pursuant to By Law 6.

Appointed Practitioner means a Medical Practitioner or Dentist appointed by the Epworth Foundation and allowed Scope of Practice. Appointment as an Appointed Practitioner under these By-laws is a prerequisite to practise at a Hospital or Epworth.

Appointment Tier means the tier of appointment, specified in the Appointment Guidelines assigned to the Appointed Practitioner pursuant to By-Law 3, which defines the Scope of Practice of the Appointed Practitioner.

Board of Management means the Board of Management constituted under the Epworth Foundation Act 1980 (Vic).

By-laws means these By-laws.

Clinical Institute includes the Cancer Services Institute, Cardiac Services Institute, Critical Care Institute, General Surgery and Gastroenterology Institute, Internal Medicine Institute, Musculoskeletal Institute, Neurosciences Institute, Obstetrics and Gynaecology Institute, Rehabilitation and Mental Health Institute, UroRenal Vascular Institute, Head and Neck Institute and any other Institute approved by the Group Chief Executive from time to time.

Clinical Quality Registries means databases established by bodies such as Colleges, Professional Societies and Departments of Health that routinely collect health-related information on the quality, safety and outcome of care provided to individuals. The collected information is used, particularly by clinicians, to lead to improvements in clinical practice.

Clinical Reviewer is a suitably qualified and experienced Specialist who is willing to provide an assessment of a Specialist application in his/her speciality in a timely, objective, confidential and appropriately independent manner.

Consultant Emeritus means a Specialist with an Honorary Appointment who has provided long and distinguished service to Epworth

Credentialing is the formal process used to verify the qualifications, experience, professional standing and other relevant professional attributes of Medical Practitioners or Dentists (as the case may be) for the purpose of forming a view about their competence, performance and professional suitability and compatibility to provide safe, high-quality healthcare services .

Current Fitness is the current fitness required of an Appointed Practitioner, to carry out the Scope of Practice sought or currently held. A person is not to be considered as having current fitness if that person suffers from any physical or mental impairment, disability, condition or disorder which detrimentally affects or is likely to detrimentally affect the person's physical or mental capacity to practise medicine and carry out the Scope of Practice sought or granted. Intoxication by alcohol or drugs is considered to be a physical or mental disorder which if in place would warrant an assessment of current fitness.

Dentist means a registered Specialist or general dental practitioner appointed to or employed at a Hospital as a Dentist. General Dentist appointments are only applicable to a Hospital approved by the Board of Management in its absolute discretion.

Division means a Hospital and **Divisional** has a corresponding meaning.

Epworth, Epworth Group or Epworth Foundation means the body corporate known as the Epworth Foundation incorporated under the Epworth Foundation Act 1980 (Vic).

Epworth Values means the values determined by the Board of Management and published by Epworth from time to time and as annexed to these By-laws as Annexure B.

Executive Director Clinical Services means the Executive Director responsible for clinical service quality and the patient experience across the Epworth Group appointed by the Group Chief Executive from time to time, or delegate (as applicable). **Executive Director Medical** means the Executive Director responsible for medical staffing across the Epworth Group appointed by the Group Chief Executive from time to time, or delegate (as applicable).

Group Chief Executive means the person appointed to that position by the Board of Management under s 14 of the Epworth Foundation Act 1980 (Vic), or delegate (where applicable) by whatever title he or she is known. The Group Chief Executive may, in his or her discretion, delegate some or all of the powers of the Group Chief Executive for a fixed period or on a standing basis to the Executive Director Medical or to an approved delegate under the Management Delegations Policy, provided that the delegation does not compromise any other roles or responsibilities of the delegate under these By-laws. The Group Chief Executive may at any time withdraw a delegation.

Group Medical Advisory Committee (or **GMAC**) means the Medical Advisory Council established pursuant to s 17 of the Epworth Foundation Act 1980 (Vic) to provide advice on medical matters pertaining to the Foundation.

Health Practitioner means a person who is registered under the Health Practitioner Regulation National Law (Victoria) Act 2009.

Hospital includes:

- (a) Epworth Cliveden;
 - (b) Epworth Eastern;
 - (c) Epworth Geelong;
 - (d) Epworth Hawthorn;
 - (e) Epworth Freemasons, Clarendon Street;
 - (f) Epworth Freemasons, Victoria Parade;
 - (g) Epworth Rehabilitation, Brighton;
 - (h) Epworth Rehabilitation, Camberwell;
 - (i) Epworth Rehabilitation, Richmond;
 - (j) Epworth Richmond; or
- any other hospital or health service owned or operated by the Epworth Foundation from time to time as the context requires.
-

Law means any law (including subordinate or delegated legislation or statutory instruments of any kind) of Australia or relevant State or Territory and also any judgment, order, policy, guideline, official directive or request (even if it does not have the force of law) of any Government Agency or regulatory body.

Management Delegations Policy means Epworth's policy setting out the general authorities delegated by the Epworth Board of Management to the Group Chief Executive and management staff of Epworth.

Medical Advisory Committee (or **MAC**) means a medical advisory committee of a Hospital or group of Hospitals established under By-Law 6.

Medical Advisory Council means the Group Medical Advisory Committee or GMAC.

Medical Board or **Medical Board of Australia** means the Medical Board of Australia established under the *Health Practitioner Regulation National Law (Victoria) Act 2009*.

Medical Practitioner means a person who is registered under the *Health Practitioner Regulation National Law (Victoria) Act 2009* in the medical profession.

Operational Executive Director means an executive director with operational responsibility for the functioning of a Hospital, health service or group.

Regulation means a regulation made under the Act.

Scope of Practice means the specific medical services or procedures permitted to be undertaken by an Appointed Practitioner, which are classified under an Appointment Tier. Defining the scope of clinical practice follows on from credentialling and involves delineating the extent of an individual Medical Practitioner's or Dentist's (as the case may be) clinical practice, based on the individual's credentials, competence, performance and

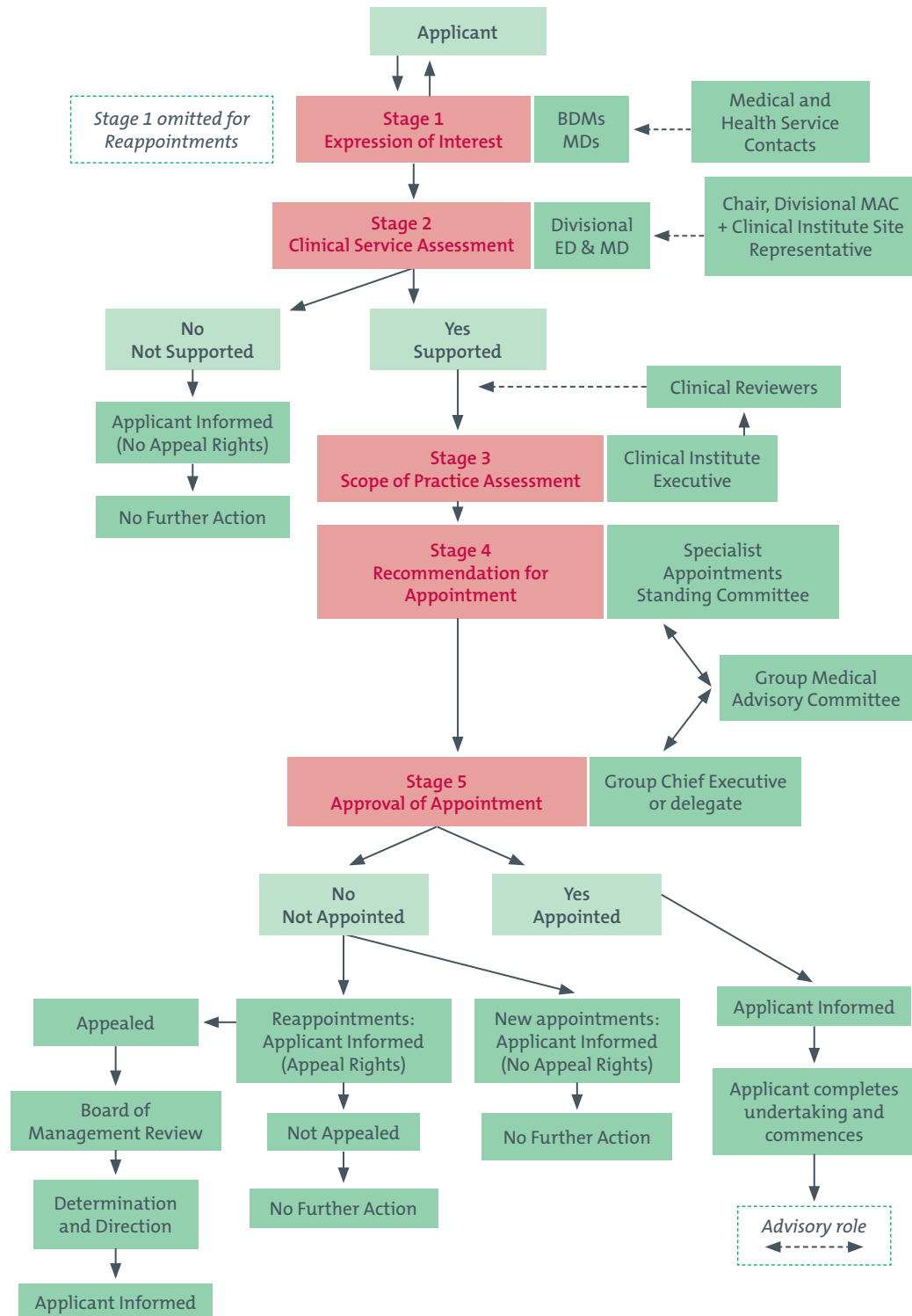
professional suitability and compatibility, and the needs and the capability of the organisation to support the Appointed Practitioner's scope of clinical practice.

Specialist Appointments Standing Committee (or **SASC**) means the committee or sub-committee for Epworth established pursuant to s 17 of the Epworth Foundation Act 1980 (Vic) to provide advice on medical appointments for applicants as Appointed Practitioners and related matters.

Specialist Practitioner or **Specialist** means a Medical Practitioner or Dentist who has been recognised as a specialist in their nominated category, for the purpose of the Health Insurance Act 1973 (Cth).

ANNEXURE A

Flow diagram of Specialist appointments process



Key: ED - Executive Director
MD - Medical Director
BDM - Business Development Manager

ANNEXURE B

Epworth Values and Behaviours

Respect

- > I treat others with sensitivity and dignity
- > I value and accept others' differences
- > I treat others as I would wish to be treated
- > I always try to challenge those who bully, intimidate, undermine or blame others
- > I preserve the privacy and confidentiality of all
- > Any information I convey about others is factual and relevant to my role at Epworth HealthCare
- > I do my best to acknowledge employees and customers with eye contact and a greeting
- > If visitors need directions, I will help wherever I can and if feasible I will take them to their destination

Excellence

- > I always strive to have a positive attitude and do my best
- > I encourage others to also achieve their full potential
- > I willingly share my ideas and knowledge with others
- > I endeavour to take pride in all that I do
- > I am committed to maintaining the highest standards
- > I always endeavour to do things right the first time
- > I strive towards maintaining the highest standards of safety for patients, employees and visitors in my work environment

Community

- > I am a team player
- > I care about the safety and well-being of others around me
- > I always aim to speak positively and constructively about Epworth HealthCare
- > I always aim to manage problems or issues constructively within the Epworth HealthCare clinical and administrative teams
- > I am proud to work at Epworth HealthCare and contribute to the communities in which we operate
- > I try not to impact on the work of others by saying "it's not my job"
- > I always seek to enhance Epworth HealthCare's reputation

Compassion

- > I show empathy and support to patients and their families at a time of vulnerability
- > I endeavour to care for and support others
- > I am sympathetic to the emotions and feelings of others
- > I try to build trust with others
- > I do my best to make time for and listen to others
- > I strive to address concerns with kindness and consideration

Integrity

- > I am open, honest and transparent in my approach
- > I do what I say I will do
- > I respect and display Epworth HealthCare's professional standards and policies
- > My appearance and dress are professional and reflect my respect for our customers
- > I promote professional behaviour in myself and others
- > I take pride in my department, contributing towards maintaining a clean and safe working environment that is litter-free
- > I strive to gain the trust of others
- > I will only utilise my position for the benefit of the organisation and our customers

Accountability

- > I am responsible for my decisions and actions
- > I feel a personal responsibility for the reputation of Epworth HealthCare
- > I take an active interest in things being done well at Epworth HealthCare
- > I am open and honest if I make a mistake and regard this as an opportunity to learn
- > I actively listen and communicate honestly with others
- > I am accountable for the skills required for my position and undertake appropriate training to maintain these competencies
- > I do my best to take action to improve things that are not right and challenge those whose behaviour is not representative of our values
- > I have an understanding of the impact on others when my behaviours are not in accordance with Epworth HealthCare's values