

# WAITAKI DISTRICT HEALTH SERVICES LIMITED

2019/2020

## STATEMENT OF INTENT

(Pursuant to Section 64 of the Local Government Act 2002)

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# Waitaki District Health Services Limited

## Draft Statement of Intent

Period from 1 July 2019 – 30 June 2020

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### 1. Introduction

This Statement of Intent has been prepared in accordance with Section 64 of the Local Government Act 2002.

It outlines the activities and intentions of Waitaki District Health Services Limited for the next three years and the objectives to which those activities will contribute. Performance targets and measures are specified, along with the Company's relevant policies relating to governance and other matters.

The Statement of Intent is reviewed annually by the Company in consultation with Waitaki District Council.

### 2. The Company

#### 2.1 Background

Waitaki District Health Services was established in 1997 for the charitable purpose of providing health services to the community and is 100% owned by the Waitaki District Council. Under the provisions of the Local Government Act 2002, it is deemed to be a Council Controlled Organisation.

Council's primary objective for continued ownership and control is to ensure the healthcare needs and interests of the District are met through the provision of quality, locally based healthcare services.

#### 2.2 Nature and Scope of Activities

The activities undertaken by the Company include, but are not limited to:

- The operation of Oamaru Hospital.
- The District-wide provision of health services including:
  - Inpatient care including (assessment, treatment and rehabilitation)
  - Acute care services such as Emergency Department, Stabilisation and Observation
  - Maternity including ante and post-natal care
  - Diagnostics such as Radiology (CT Scans, Plain Film and Ultrasound)
  - Outpatient specialist and nurse led clinics
  - Mobile Surgical Bus
  - Chemotherapy
  - District Nursing
  - Allied Health, including Occupational Therapy, Clinical Needs Assessment, Physiotherapy and Social Work
- Maintaining and operating the Southern District Health Board service contract for the Waitaki District.
- Providing contract health and rehabilitation services for other organisations requiring local services such as ACC Non-Acute Rehabilitation contract.
- Acquiring, maintaining and operating all buildings and other resources needed for the business of the Company.

## 2.3 Objectives

The principal objective of the Company is to operate a successful healthcare business by providing services to meet the healthcare needs of the Waitaki District community.

## 2.4 Shareholder Expectations

Council expects that in conducting the affairs of the Company, the directors shall ensure:

- The Company delivers services that are clinically excellent and safe for both staff and those accessing services thereby meeting the needs of our community.
- Delivery of clinical services that are of excellent quality and meets the needs of our community.
- That the building, infrastructure, clinical equipment and Information Technology systems are in good condition, fit for purpose and well maintained.
- That the company ensures that the delivery of contracted services is within the provided funding.
- Business activities are conducted in an efficient and effective manner with assets and liabilities being prudently managed.
- Overall performance supports Council's reasons for continued ownership.
- The Company acts as a good employer and as an environmentally conscious and responsible citizen.
- Transparent and collaborative relations are maintained with the shareholder.
- Pursue all avenues of funding that may be available from time to time for Waitaki District Health Services funding

## 3. Reporting and Performance Measures

### 3.1 Reporting Frequency and Content

A Director of the Company shall attend any meeting at which the Annual Report or Half Yearly Report is presented to Council as shareholder.

The following information will be available to the shareholder based on an annual balance date of 30<sup>th</sup> June:

#### Draft Statement of Intent

By 1 March each year, the Directors shall deliver to the shareholder a Draft Statement of Intent for the following year which fulfils the requirements of Section 64 of the Local Government Act 2002.

#### Completed Statement of Intent

By 30<sup>th</sup> June of each year, the Directors will deliver to the shareholder a Statement of Intent for the following year which fulfils the requirements of Section 64 of the Local Government Act 2002.

#### Half Yearly Report

Within two months after the end of the first half of each financial year, the Directors shall deliver to the shareholder an un-audited report containing the information required by the Financial Reporting Act 1993 and a commentary on the results for the first six months together with a report on the outlook for the second six months with reference to any significant factors that are likely to have an effect on the Company's performance.

#### Annual Report

Within three months after the end of each financial year, the Directors shall deliver to the shareholder an annual report and audited financial statements in respect of the financial year, containing the following information as a minimum:

- A report on the operations of the Company to enable an informed assessment of the Company's performance, including variations from the business plan and achievements against performance targets.
- Performance against the Corporate Governance Statement.
- Audited Financial statements as required under the Financial Reporting Act 1993, *(It is noted that time constraints of the company's auditors may delay timely completion of audits and that any such delays are not within the control of the company).*
- A report on compliance with the Company's Tendering Policy.
- Activity statistics, with comparable figures for previous year.
- A report on service delivery issues and achievements.

### **Waitaki District Health Services Trust**

The annual financial statements of Waitaki District Health Services Limited and Waitaki District Health Services Trust will be consolidated. The rationale for this consolidation is that the Directors of the Company are the same persons as the Trustees of the Trust. As such, this triggers the requirement for the annual reporting to be consolidated. All other Company reporting will relate to the Company only.

### **3.2 Performance Objectives and Measures**

Over the next three years the Company's performance objectives are to:

- (i) Ensure services are clinically excellent, financially sustainable and delivered by staff working in safe working environments.
- (ii) Operate and provide planned services within budgeted income, including services contract income with the Southern District Health Board and income from other contracted sources.
- (iii) Achieve a break even or better result after prudent provision for assets depreciation and replacement and for future trading requirements.
- (iv) Update the Company's business plan on an annual basis.
- (v) Meet service standards required under Southern District Health Board contractual arrangements with the Company, by maintaining the following certifications:
  - a. Health & Disability Sector Standards Certification for the hospital
  - b. Baby Friendly Hospital Initiative Certification for Maternity
  - c. International Accreditation New Zealand (IANZ) Certification for Radiology
  - d. Building Warrant of Fitness certification
  - e. Building Act 2004 Compliance Schedule
  - f. Registration for National Programme Level Three, Food Act 2014
  - g. Stationary Container System Test Certificate
  - h. Hazardous Substances Location Test Certificate
  - i. Approved Handlers Test Certificate
  - j. Cold Chain Accreditation
- (vi) Meet and observe adequate professional and technical standards in the delivery of Waitaki District health services by ensuring all employed regulated health professionals hold current Annual Practising Certificates.
- (vii) Maintain a Quality Assurance Programme to ensure adequate standards of care and services are maintained to the Company's patients.
- (viii) Establish, where appropriate, strategic alliances with business partners and community groups in order to achieve desired outcomes for health services.
- (ix) Report to Council at half yearly and yearly interval as required.
- (x) Communicate to staff and to the wider community as and when necessary. The Board have agreed to a minimum of two health forums annually.
- (xi) Work with parties such as the Safer Waitaki Group, the Emergency Services Coordinating Committee (ESCC), the Emergency Care Coordination Team (ECCT), the Electives Operational

Meeting, Stroke Governance Group that have a professional or business interest in health care in the Waitaki District to maintain and improve the range and quality of health care services in the District.

- (xii) The Board commit to reviewing the Company governance policies within the 2019 financial year.

### 3.3 Financial Projections

The financial projections for the Company are set out below:

	<b>Actual</b>	<b>Forecast</b>	<b>Forecast</b>	<b>Forecast</b>
	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>
Shareholders' Funds (Equity)	<b>10,859,918</b>	<b>9,589,716</b>	<b>9,664,716</b>	<b>10,114,716</b>
Total Assets	<b>13,401,705</b>	<b>11,522,989</b>	<b>11,598,372</b>	<b>12,051,629</b>
Ratio of Shareholders Funds to Total Assets	<b>81%</b>	<b>83%</b>	<b>83%</b>	<b>84%</b>

**Note:**

- Land and buildings valuations were updated at 30 June 2018.
- These figures assume normal rates of depreciation. Land and buildings valuations were updated at 30 June 2018. Next revaluation is due 30 June 2021 and is assumed at a \$300,000 increase in line with the 2018 revaluation
- There is investment planned for both the current and future years in terms of building, infrastructure, clinical and IT equipment. It is assumed that any investment over and above that value of depreciation will be funded through external means.
- There is an unknown liability for the Ministry of Business, Innovation and Enterprise Holiday Act Compliance. This has been recorded as a contingent liability in the 2018 annual report.

#### Ratio of Consolidated Shareholders' Funds to Total Assets

'Shareholders' Funds' (Equity) are defined as the paid-up capital plus any retained tax paid profits earned and less any dividends distributed to shareholders. They include accumulated surpluses, revaluation reserves, trust funds and any other reserves or funds which have been accumulated in accounts known as either "Revenue Reserves" or "Capital Reserves".

'Total Assets' are defined as the sum of all current and non-current assets plus investments of the Company.

The ratio of consolidated shareholders' funds to total assets will be in the range of 80% to 90%.

No asset will be represented by the Waitaki District Council's shareholding in the Company that could involve the Council or community in loss of value in such asset which is nominal only, the Company being wholly funded by Government and private suspensory and commercial loan arrangements. The estimated capital structure for the next three years is shown in financial projections for the company as set out above.

#### Directors Estimate of the Company Value

The Company's commercial value is estimated in all material respects to be equivalent to the "Total Equity" disclosed in the company's annual and half yearly financial reports. The directors will advise the shareholders on an annual basis if they believe the value to differ materially from this state.

## 4. Governance Policy and Procedures

### 4.1 Corporate Governance Statement

#### **(a) Role of the Board of Directors**

The Directors' role is defined in Section 58 of the Local Government Act 2002. This section states that all decisions relating to the operation of the Council Controlled Organisation shall be made pursuant to the authority of the directorate of the Organisation and its Statement of Intent. The Board consults with the Company's shareholder in preparing and reviewing the Statement of Intent.

The Board meets on a regular basis and is responsible for the proper direction and control of the Company's activities. This responsibility includes such areas of stewardship as the identification and control of the Company's business risks, the integrity of management information systems and reporting to shareholders. While the Board acknowledges that it is responsible for the overall control framework of the Company, it recognises that no cost effective internal control system will preclude all error and irregularities.

#### **(b) The Role of the Shareholder**

The Board aims to ensure that the shareholder is informed of all major developments affecting the Group's state of affairs. The shareholder is consulted with on the review of the Company's Statement of Intent and is responsible for the appointment of directors. Information is communicated to shareholder in the Annual Report, the Interim Report and special meetings where required.

#### **(c) Board Appointments**

Directors are appointed by the shareholder in accordance with Council policy. The Board is subject to the shareholder's director rotation policy requiring all of the directors retire over any three year period. Retiring Directors shall be eligible to apply for reappointment.

#### **(d) Director and Board Performance**

The Board intends to update its board performance policy which will include a formal board review process. This process will include review of its performance, and the performance and contribution of individual directors on an annual basis, taking into account the current and future needs of the Company, and performance improvement processes are implemented as required. The annual review also provides information to the shareholder on the mix of skills needed to assist with the identification of new directors.

#### **(e) Board Committees**

There is one Board Committee; the newly formed Audit and Risk. Adhoc Committees are constituted as may be required for particular Board tasks.

#### **(f) Company Management Structure**

The Management of WDHSL is delegated to the Chief Executive Officer, who will manage WDHSL in accordance with the directives of the Board and good business practice.

#### **(g) Audit**

External auditors are used to evaluate the quality and reliability of information provided to the shareholders.

#### **4.2 Dividend Policy**

It is not intended for the Company to pay a dividend.

#### **4.3 Accounting Policies**

The Company's accounting policies will comply with the legal requirements of the Companies Act 1993, the Financial Reporting Act 1993 and Local Government Act 2002 and be consistent with generally accepted accounting principles.

A full statement of Accounting Policies will be presented in the Company's Annual Report.

#### **4.4 Tendering Policy**

The Company has a tendering policy relating to the supply of goods and services to the Company from suppliers and directors.

Compliance with the Tendering Policy is reported in the Company's Annual Report.

#### **4.5 Procedures for Acquisition of Other Interests**

The acquisition of shares or interest in other companies or organisations will only be considered by the Directors where such acquisition is consistent with the long term objectives of the Company.

If the directors believe that the Company should invest in, or otherwise acquire, any interest in another company or organisation, they will obtain the prior approval of the shareholders.

#### **4.6 Activities for Which the Company Seeks Compensation from any Local Authority**

There are no activities contemplated for which the Directors seek compensation from the Council as shareholder.

The Council is not permitted, nor required, to provide any guarantee, indemnity or security in respects of the assets, liabilities or trading activities of the Company.