

PHO Services Agreement Amendment Protocol

**A PHO Services Agreement
Referenced Document**

Version 4.5

31 October 2024

This document is available at the following website
tewhaturora.govt.nz/our-health-system/primary-care-sector/

Date of this revision: 15 March 2024

Revision date	Previous revision date	Summary of Changes
12 May 2016	6 August 2014	Update website address Added Technical Advisory Service (TAS) as DHBSS is the national arm of TAS. All acronyms spelt out in full in the first instance. Update to Appendix two to reflect that decision papers are to be received ten working days before the scheduled meeting.
6 March 2019	12 May 2016	Update website address. Replaced references to DHBSS with TAS. Updated clause 5.2 with an enhanced process to introduce new items.
December 2021	6 March 2019	Replaced the General Practice Leaders' Forum with the Contracted Provider Caucus.
15 March 2024	December 2021	Replaced district health boards and Technical Advisory Services with Health New Zealand Te Whatu Ora and the Māori Health Authority Te Aka Whai Ora. Amend the role of Ministry of Health to non-voting observer. Updated to include reference to Te Kāhui Hauora Māori. Updated to reflect changes to Contracted Provider membership. Impacted clauses: 2.2(c), 2,3(c), 6.6(d)

15 March 2024	31 October 2024	Replaced references to the Māori Health Authority Te Aka Whai Ora with Hauora Māori Service, Health New Zealand.
4 April 2024	15 March 2024	Updated to acknowledge Te Tiriti o Waitangi commitments.

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1. Context of the Primary Health Organisation Services Agreement

- 1.1 Health New Zealand | Te Whatu Ora (Health NZ) and Primary Health Organisations (PHOs) are parties to the PHO Services Agreement to enable the provision of primary health care services to enrolled populations and other eligible persons.
- 1.2 These agreements set the contractual foundation for a collaborative relationship between Health NZ and PHOs to enable delivery of integrated healthcare services on a best for patient care and best for system basis. This partnership-based approach has whānau at the centre, in which care is delivered closer to home by trusted, motivated health professionals working in an effective and efficient manner and requires strong clinical leadership to succeed. This approach seeks to achieve improved health outcomes for all population groups. PHOs contract providers (Contracted Providers) to deliver many of these primary health care services via a 'back-to-back' agreement.
- 1.3 The following negotiation principles used to determine amendments to the PHO Services Agreement provide a collective commitment to:
 - (a) give effect to Te Tiriti o Waitangi/Treaty of Waitangi; and
 - (b) resolving disagreements co-operatively and, wherever possible, achieving consensus; and
 - (c) honesty and integrity, and developing a high degree of trust; and
 - (d) adopting and fostering an open and transparent approach to sharing information; and
 - (e) professional behaviour and leadership; and
 - (f) remaining flexible and responsive to support an evolving health environment.
- 1.4 The parties confirm our commitment to the principles of Te Tiriti o Waitangi and the partnership held through Te Kahui Hauora Māori (Māori PHO representatives) that will actively participate in the negotiations, ensuring a Māori voice is present throughout the process with a specific focus on ensuring equitable outcomes for Māori in the delivery of primary health care (refer Wai 2575).
- 1.5 These negotiation principles support a partnership approach and collaboration between Health NZ, PHOs and Contracted Providers to deliver integrated health care services, and support for innovation in the delivery of these services.
- 1.6 It is therefore essential that any group or forum negotiating changes to the PHO Services Agreement adopts these negotiation principles and is cognisant

of the strategic environment in which primary health care services are delivered, and emerging issues related to primary health care service delivery.

2. PHO Services Agreement Amendment Protocol Group

2.1 A PHO Services Agreement Amendment Protocol Group (the PSAAP Group) is established to, with reference to clauses B.23 to B.25 of the PHO Services Agreement:

- (a) consider and make decisions and/or recommendations on Proposals for variations to the PHO Services Agreement (excluding local agreements between Health NZ and a PHO recorded in Part E of the PHO Services Agreement); and
- (b) consider and make decisions and/or recommendations on Proposals for variations to a Referenced Document (including this Referenced Document), or to add, remove or replace a Referenced Document; and
- (c) be a forum for information sharing and discussion of strategic, policy and operational settings that may have a consequential impact on parties to the PHO Services Agreement.

2.2 The PSAAP Group comprises:

- (a) each PHO's appointed agent (note that more than one PHO may appoint the same agent), including a representative appointed by Te Kāhui Hauora Māori; and
- (b) up to six representatives appointed by Health NZ including two representatives from the Hauora Māori Service; and
- (c) each Contracted Providers appointed agent (note that more than one Contracted Provider may appoint the same agent, and that a Contracted Provider may appoint a PHO as their representative).

2.3 A quorum for a meeting of the PSAAP Group is:

- (a) those PHOs (or their agents) who together represent 75 percent of all PHOs who have appointed an agent; and
- (b) those PHOs (or their agents) who represent 75 percent of the Enrolled Population of PHOs who have appointed an agent; and
- (c) two representatives from Health NZ including a representative from the Hauora Māori Service; and
- (d) those Contracted Providers (or their agents) who together represent 75 percent of all Contracted Providers who have appointed an agent; and

- (e) those Contracted Providers (or their agents) who represent 75 percent of the Enrolled Persons of Contracted Providers who have appointed an agent; and
 - (f) one representative appointed by Te Kāhui Hauora Māori.
- 2.4 No decision of a meeting of the PSAAP Group is effective if a quorum is not present.
- 2.5 PHOs may choose to align with a specific caucus which shares common perspectives and concerns in relation to a matter relevant to the PHO Services Agreement, and work through caucus representatives.
- 2.6 The Ministry of Health | Manatū Hauora is a non-voting observer of the PSAAP Group. The Ministry will receive PSAAP papers and be invited to attend all PSAAP Group meetings but does not need to be present for a quorum.

3. PHO Services Agreement Amendment Protocol Negotiation Process

- 3.1 The PSAAP Group may refer a substantive Proposal to the PSAAP Negotiation Process.
- 3.2 A substantive Proposal will include:
 - (a) re-negotiation of the PHO Services Agreement or a Referenced Document, or negotiation of a new Referenced Document; or
 - (b) re-negotiation of one or more substantive sections of the PHO Services Agreement; or
 - (c) negotiation of a long-standing issue where the PSAAP Group has been unable to reach a decision; or
 - (d) negotiation of a Proposal that one or more PSAAP members determine to be substantive.
- 3.3 The PSAAP Group will appoint a PSAAP Negotiation Team with the mandate from their constituents to negotiate a substantive Proposal.
- 3.4 The PSAAP Negotiation Team comprises:
 - (a) six representatives in total from Health NZ inclusive of two representatives from the Hauora Māori Service; and
 - (b) four PHO representatives, inclusive of one representative appointed by Te Kāhui Hauora Māori; and
 - (c) four Contracted Provider representatives.
- 3.5 The PSAAP Negotiation Team will:

- (a) be clinical leaders and/or senior level managers of their respective agencies; and
 - (b) have a mix of knowledge and competencies that include metropolitan, provincial, rural, Māori and high needs communities; and
 - (c) have the opportunity to caucus, including with their advisors, during negotiation meetings.
- 3.6 A quorum of the PSAAP Negotiation Team will be the representatives identified in clause 3.4, or an appointed delegate in the event of absence or unavailability, unless the constituent chooses not to replace the representative.
- 3.7 No decision shall be effective unless a quorum of the PSAAP Negotiation Team is present.

4. Appointing an Agent on the PSAAP Group

- 4.1 Each PHO and Contracted Provider may appoint their own agent to represent them on the PSAAP Group by written notice to the Chair.
- 4.2 A Contracted Provider or PHO may change its agent at any time by written notice to the Chair.
- 4.3 A Contracted Provider and PHO will meet its own costs in relation to any Proposal and participation in any PSAAP proceedings.

5. Referring Matters to the PSAAP Group

- 5.1 The following may refer a Proposal to the PSAAP Group:
 - (a) the PHOs' appointed agents; or
 - (b) Health NZ; or
 - (c) the Contracted Providers' appointed agents.
- 5.2 New Proposals referred to the PSAAP Group will be addressed to the Secretariat and provide:
 - (a) the purpose and rationale for the proposal; and
 - (b) PSAAP with the opportunity to establish a Working Group (if required) that will be convened to consider the proposal in detail and provide recommendations to the PSAAP Group.

6. Decision-making Process

- 6.1 Consistent with the negotiation principles in clause 1.3, the PSAAP Group and PSAAP Negotiation Team will endeavour to reach a consensus decision in relation to all Proposals. Decision flow charts are shown in Appendix One.
- 6.2 The PSAAP Group may appoint a subcommittee of its members to consider any matter and report back to the PSAAP Group.
- 6.3 The PSAAP Group may refer a Proposal to the PSAAP Negotiation Process in accordance with clause 3.
- 6.4 The PSAAP Negotiation Team is authorised to make binding decisions.
- 6.5 If the PSAAP Group is unable to agree to a Proposal by consensus, it may be referred to the PSAAP Negotiation Team to either make the decision, or provide advice on the Proposal, for example that:
 - (a) more work is needed; or
 - (b) a vote is required; or
 - (c) the Proposal fails; or
 - (d) another direction is required.
- 6.6 If the PSAAP Group or the PSAAP Negotiation Team is unable to reach a consensus decision on a Proposal then the Proposal will only be successful if there is agreement by the following agents or representatives:
 - (a) Health NZ representatives, including a representative of the Hauora Māori Service and
 - (b) at least 75 percent of the PHOs who have appointed an agent, and
 - (c) PHOs who represent at least 75 percent of all the Enrolled Population of PHOs who have appointed an agent; and
 - (d) at least 75% of Contracted Providers who have appointed an agent; and
 - (e) Contracted Providers who represent at least 75% of the Enrolled Persons of Contracted Providers who have appointed an agent; and
 - (f) a representative appointed by Te Kāhui Hauora Māori.
- 6.7 Following inability to reach a decision and it is imperative a Proposal is progressed; it may be either:
 - (a) negotiated between Health NZ and individual PHOs as a Local Service to Part E of the PHO Services Agreement; or
 - (b) introduced as a Compulsory Variation if doing so is consistent with clause B.23(1)(a) and B24 of the PHO Services Agreement.
- 6.8 Decisions of the PSAAP Group or the PSAAP Negotiation Team will be binding

upon all parties, and a variation to the PHO Services Agreement or Referenced Document for execution by its respective parties will be issued accordingly with the agreements reached.

7. Process of Issuing Amendments to the PHO Services Agreement or a Referenced Document

- 7.1 Where the PHO Services Agreement or a Referenced Document is varied in accordance with clause 6 the Secretariat will:
- (a) issue to all PHOs and Health NZ, a notice containing the:
 - (i) memorandum of variation; and
 - (ii) date upon which the variation comes into effect.
 - (b) make the matters referred to in clause 7.1(a) available on the internet for transparency to other interested parties.

8. Meeting Administration

- 8.1 Health NZ will provide secretariat and administrative services (the Secretariat) to support the functions of the PSAAP Group and the PSAAP Negotiation Team in accordance with the instructions of the Chair, including ensuring that minutes are kept of the proceedings of all meetings.
- 8.2 Meetings will be organised on a yearly basis for March, early May, August and November. If PSAAP considers it is necessary to hold additional meeting(s) these can be set either at the start of the year or when required.
- 8.3 The PSAAP Group and PSAAP Negotiation Team will meet as and when required on such day and time as the Secretariat notifies in writing or email to each member.
- 8.4 Additional meetings or other processes to progress business may be agreed to by a majority of members at any meeting.
- 8.5 The Chair may accept or invite additional persons (including specialist advisors and stakeholder representatives) to participate in and contribute to discussion at its meetings as the Chair considers appropriate. Such additional participants may not vote on any matter.
- 8.6 Not less than ten (10) Business Days' notice of a meeting or a series of meetings must be given to every member of the PSAAP Group or PSAAP Negotiation Team, provided that a shorter notice period may be given with the agreement of the majority of the members.

- 8.7 Notice for a meeting will include the date, time and place for the meeting and a list of the matters to be discussed, together with any Proposal(s) for consideration in accordance with clause 5.
- 8.8 Written papers are required to be sent to the Secretariat within the deadlines identified to ensure all parties have an appropriate timeframe to consult with their constituent organisations before the PSAAP meeting.
- 8.9 Draft Minutes of the previous meeting to be with the Chair within 14 working days of the meeting.
- 8.10 The secretariat will actively manage the action register, liaise with authors of 'Decision' and 'For Information/Discussion' papers to ensure they meet the timeframe for circulation.
- 8.11 A draft agenda will be developed immediately following the meeting and will be agreed with the Chair 10 days prior to the meeting.
- 8.12 Agenda and papers circulated to PSAAP members ten working days prior to the meeting.
- 8.13 Later 'Decision' papers will be accepted on the understanding that they may be considered but not necessarily a decision made as parties need time to consult.
- 8.14 Meetings may be held either:
- (a) by a number of its members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (b) by means of audio and/or audio-visual communication by which all members participating and constituting a quorum can simultaneously hear each other throughout the meeting; or
 - (c) a combination thereof.
- 8.15 Proposals (or other papers) submitted for consideration and discussion at a meeting of the PSAAP Group will be managed according to the process described in Appendix Two. A shorter notice period may be given with the agreement of the majority of the members of the PSAAP Group.

9. Chairperson

- 9.1 The PSAAP Group will appoint a chairperson (the Chair) to chair the PSAAP Group and PSAAP Negotiation Team.
- 9.2 The Chair holds that office until:
- (a) she or he vacates office; or
 - (b) the members of the PSAAP Group elect a Chair in his or her place; or

- (c) the members of the PSAAP Group remove him or her from office.
- 9.3 The following process will be followed to appoint the Chair:
- (a) PSAAP Secretariat will notify all parties that nominations for the Chair role are being called for;
- (b) PSAAP Group will:
- (i) Appoint a Chair Review Panel with a representative from each voting entity as per the quorum formula under 2.3 above. The Chair Review Panel will then:
 - receive all nominations; and
 - seek applications from those nominees, and
 - review applications and interview applicants where appropriate; and
 - make a recommendation for the Chair to the PSAAP Group.
 - (c) The successful applicant's appointment will be agreed to by the PSAAP Group in accordance with the process set out in clause 6.
- 9.4 Health NZ will ensure the Secretariat engages the Chair in a contract for the appropriate term of agreement.
- 9.5 For the avoidance of doubt, the role of the Chair is to facilitate the effective operation of meetings of the PSAAP Group and the PSAAP Negotiation Team. The Chair has no voting rights on any matter in the case of an independent Chair, and in the case of the Chair being drawn from the PSAAP Group membership, has no casting vote.

10. Definitions and Construction

- 10.1 In this Referenced Document, unless the context requires otherwise, capitalised words have the meanings given to them in the PHO Services Agreement.
- 10.2 The following capitalised words are unique to this Referenced Document and have the following meanings:
- Chair** means the chairperson of the PSAAP Group;
- Contracted Provider** means an entity holding a back-to-back agreement for First Level Services with a PHO;
- Enrolled Person** means an Eligible Person who is enrolled with the PHO and a Contracted Provider in accordance with the Referenced Document entitled "Enrolment Requirements for Providers and Primary Health Organisations".
- Enrolled Population** means the Eligible Persons enrolled with a PHO and a

Contracted Provider in accordance with the Referenced Document entitled “Enrolment Requirements for Providers and Primary Health Organisations”.

Hauora Māori Service is a business unit of Health New Zealand responsible for developing, commissioning and delivering hauora Māori services and other related services.

Proposal means a paper describing a proposed amendment to the PHO Services Agreement (including any Referenced Document) or any other matter relevant to the operation of PHO Services Agreement;

PSAAP Group means the group established pursuant to clause 2 of this Referenced Document;

PSAAP Negotiation Team means the team established pursuant to clause 3 of this Referenced Document;

Referenced Document means a document included, or to be included in Schedule B3 of the PHO Services Agreement;

Secretariat means the administrative support services provided by Health NZ for the PSAAP Group and PSAAP Negotiation Team;

Te Kāhui Hauora Māori is the group of indigenous Māori owned and governed Primary Health Organisations (PHOs);

You means a person appointed to represent a party to the PHO Services Agreement as per clause 2.2

Appendix One: PSAAP Decision-making Process



