

CLINICAL GOVERNANCE COMMITTEE CHARTER

1. Constitution

- 1.1 The Clinical Governance Committee (**Committee**) is established by the board of Summerset Group Holdings Limited (**Board**) and the board of Summerset Care (Australia) Pty Ltd (being the Australian Registered Provider Board or **ARPB**). The Committee operates in relation to Summerset Group Holdings Limited and its subsidiaries (**Group**), including Summerset Care (Australia) Pty Ltd, which is a Registered Provider of funded aged care services in Australia.

2. Objectives

- 2.1 Clinical governance is a systematic approach to maintaining and improving the quality of care within a health system.
- 2.2 The objectives of the Committee are to:
- Provide assurance that appropriate clinical governance mechanisms are in place and are effective throughout the Group.
 - Support the leadership role of the Chief Executive Officer in relation to issues of quality, safety and clinical risk.
 - Work with management to identify priorities for improvement.
 - Ensure that the principles and standards of clinical governance are applied to the health improvement and health protection activities of the Board and the ARPB.
 - Ensure that appropriate mechanisms are in place for the effective engagement of representatives of residents and clinical staff.
 - Support the commissioning of Summerset's Australian aged care operations and, once operational, support the ARPB in:
 - leading a culture of quality, safety and inclusion that supports:
 - aged care workers to provide quality funded aged care services; and
 - individuals accessing funded aged care services,
 - by focussing on continuous improvement, embracing diversity and prioritising the health, safety and wellbeing of individuals accessing funded aged care services and aged care workers;
 - complying with its obligations under the *Aged Care Act 2024* (Cth) and *Aged Care Rules 2025* (Cth), including to ensure that the ARPB has relevant oversight over the operations of Summerset Care (Australia) Pty Ltd and is accountable for the delivery of funded aged care services in Australia;
 - ensuring members of the ARPB comply with their obligations under the *Aged Care Act 2024* (Cth), including their obligations as responsible persons;

- considering reports it receives from the Quality Care Advisory Body (**QCAB**) and the Consumer Advisory Body (**CAB**) about the quality of funded aged care services provided to care recipients;
- acting on opportunities for improvement identified by the QCAB and CAB relating to the provision of funded aged care services and compliance with the Aged Care Quality Standards, including;
 - considering feedback from the CAB when making decisions in relation to the quality of funded aged care services delivered by Summerset Care (Australia) Pty Ltd;
 - considering feedback from the QCAB when making decisions in relation to the quality of funded aged care services delivered by Summerset Care (Australia) Pty Ltd; and
- drawing on its further aged care related clinical expertise and that of the QCAB to support decision-making, problem solving, and continuous improvement in the delivery of aged care in Australia.

3. Membership

- 3.1 Membership of the Committee shall comprise members of the Board and ARPB appointed by the Board, except as allowed for in 3.6 below.
- 3.2 The Chair of the Committee shall be appointed by the Board at a properly constituted meeting.
- 3.3 The number of members of the Committee shall comprise no less than three. The Chair of the Board may be a member of the Committee.
- 3.4 The Committee must have at least one board member who is deemed to have adequate skills and experience as a health practitioner (although, where this member ceases to be a member of the Board, it is acknowledged that the Committee may not have a member with a health practitioner background for a short period while a replacement is found).
- 3.5 A member of the Committee will be deemed to have an adequate health practitioner background if he or she:
 - Is a registered medical practitioner with the Medical Council of New Zealand or the Medical Board of Australia; or
 - Is a registered nurse with the Nursing Council of New Zealand or Australian Health Practitioner Regulation Agency; or
 - Holds a medical degree and has practiced as a registered medical practitioner in New Zealand or Australia; or
 - Has the requisite clinical experience under the Aged Care Act 2024 and the Aged Care Rules 2025 (and any subsequent legislation).
- 3.6 In the event that the Board does not have a director with appropriate health experience, the Board may appoint or co-opt a third party with appropriate experience to the Committee.
- 3.7 All directors will receive a copy of the Committee papers and meeting minutes, and may attend Committee meetings if they wish.

4. Secretarial and Meetings

- 4.1 The secretary of the Committee shall be appointed by the Board
- 4.2 A quorum of members of the Committee shall be two members.
- 4.3 All directors are entitled to attend meetings of the Committee. On a standing invitation, meetings will be attended by the Chief Executive Officer, Chief Operating Officer, General Manager Clinical Services and other persons as necessary for the business of the meeting.
- 4.4 Any member of the Committee, or the Chief Executive Officer, may request an additional meeting at any time if they consider it necessary.
- 4.5 The Committee shall meet as required, with meetings normally to be held quarterly in each financial year, at a place and time as determined by the Committee.
- 4.6 Meetings may be held in person or by telephone or video conference or in any other manner that the Committee agrees.
- 4.7 Decision-making is by consensus of the Committee. If no consensus can be reached, decisions of the Committee will be determined at the direction of the Chair.
- 4.8 The Committee Chair will set the agenda for meetings. The agenda, which will include, as and when issued by the respective advisory bodies, reports of the QCAB's and CAB's recommendations and findings, and supporting papers will be sent out at least five working days in advance of the meetings.
- 4.9 All papers will clearly state the agenda reference, the author, the purpose of the paper and the action the Committee is asked to consider.

5. Responsibilities

The Committee will carry out the following responsibilities on behalf of the Board and ARPB as and when the Committee considers appropriate or as otherwise requested by the Board or the ARPB:

5.1 Strategy

- 5.1.1 Work with management to identify priorities for continuous improvement.
- 5.1.2 Review national and international trends to stay abreast of emerging evidence and key developments in clinical governance.

5.2 Risk

- 5.2.1 Check and report to the Board and the ARPB (where relevant) that an appropriate approach is in place to deal with clinical risk across the Group.
- 5.2.2 Review high clinical risks and report high risks to the Board and ARPB (where relevant).
- 5.2.3 Liaise with other committees of the Board and ARPB (where relevant) to help align the governance of quality and safety issues with governance of organisational risk and occupational health and safety issues.

5.3 Monitoring and Reporting

- 5.3.1 Monitor key clinical outcomes against appropriate internal and external benchmarks.
 - 5.3.2 Establish a calendar of reporting to the Board and the ARPB (where relevant) and support the development of appropriate reporting templates.
 - 5.3.3 Maintain direct lines of communication with the Chief Executive Officer when there is a specific clinical concern.
 - 5.3.4 Review significant complaints (including those that have been referred, or are likely to be referred, to the Health and Disability Commissioner or the Aged Care Quality and Safety Commission in Australia), incidents, inquests, inquiries, and any other areas of significant clinical failure.
 - 5.3.5 Review the systems of clinical governance and monitoring to ensure that they operate effectively and that appropriate action is taken to address areas of concern.
- 5.4 Culture and Capability
- 5.4.1 Support a positive, fair and resident-centred organisational culture.
 - 5.4.2 Support a culture that promotes and encourages learning through training and education, innovation, and research.
 - 5.4.3 Review organisational capability in relation to quality and safety.
- 5.5 Engagement
- 5.5.1 Help identify and support opportunities to learn from, and collaborate with, other organisations as appropriate.
 - 5.5.2 Understand the external and internal environment, including community, regulatory, workforce, and resident and clinician perspectives.
 - 5.5.3 Support strategies to strengthen engagement with residents and families.
- 5.6 Australian Aged Care Commissioning and Operations
- 5.6.1 Oversee and support the commissioning of Summerset's Australian aged care operations in line with Australian legislative requirements and quality & safety standards.
 - 5.6.2 Provide a sounding board for Management and the ARPB in the development of key systems and processes for Summerset's Australian aged care operations.
 - 5.6.3 Review emerging risks, judicial or regulatory guidance and/or clinical practice in the Australian aged care setting and support Management and the ARPB to ensure these are taken into account in the development of Summerset's Australian aged care operations.
 - 5.6.4 Monitor, review and make recommendations to the ARPB as to the quality and safety of funded aged care services provided by Summerset Care (Australia) Pty Ltd based on:
 - partnering and engaging with individuals receiving funded aged care services in Australia to set priorities and strategic directions;
 - feedback from individuals, supporters of individuals and aged care workers;
 - analysis of risks, complaints and incident data (and their underlying causes);
 - Quality Indicator Data; and
 - contemporary and evidence-based practice.
 - 5.6.5 Monitor and review the effectiveness and performance of:
 - clinical systems, with respect to their safety and quality;
 - risk management frameworks;
 - resources and processes to manage adverse effects to the health and safety of individuals accessing funded aged care services delivered by Summerset Care (Australia) Pty Ltd;

- processes for receiving and considering information regarding incidents and risks and how incidents and risks and responding to risks in a timely way.
- 5.6.6 Review and assist the ARPB in endorsing the clinical governance framework used by Summerset Care (Australia) Pty Ltd.
- 5.6.7 Monitor and review the safety, health and wellbeing of aged care workers based on engagement with aged care workers and analysis of complaints and feedback data.
- 5.6.8 Support the Board and ARPB in:
 - considering quality of care issues and feedback it receives from the QCAB and the CAB about the quality of aged care provided to care recipients;
 - acting on opportunities for improvement identified by the QCAB and CAB relating to the provision of funded aged care services and compliance with the Aged Care Quality Standards; and
 - decision-making, problem solving, and continuous improvement in the delivery of funded aged care services in Australia.
- 5.6.9 Report and make recommendations to the ARPB in relation to any matter in this paragraph 5.6 to enable the ARPB to set priorities and strategic directions for safe and quality clinical care and services and foster continuous improvement of the delivery of funded aged care services in Australia.

6. Authorities

- 6.1 The Committee is authorised by the Board and ARPB to investigate any activity and conduct any relevant audits or enquiries within this Charter and to seek any information it requires from management. The Committee has unrestricted access to members of management and all relevant information and data to allow them to conduct any investigation or audit.
- 6.2 The Committee may from time to time seek and access advice from external specialists and health practitioners as it sees necessary.
- 6.3 Except as specifically provided for within this Charter, the Committee has no executive powers; it can only make recommendations to the Board and the ARPB.

7. Review of the Committee

- 7.1 The Committee will undertake an annual self-review of its objectives and responsibilities and the extent to which they have been achieved and/or discharged. Such objectives and responsibilities and their attainment will also be reviewed by the Board and ARPB and any other person the Board or ARPB consider appropriate.

8. Reporting Procedures

- 8.1 The proceedings of all meetings will be minuted. Minutes are to be tabled at the next Committee meeting.
- 8.2 After each meeting the Chair will report the Committee's recommendations and findings to the Board and the ARPB.
- 8.3 The minutes of all Committee meetings will be circulated to all members of the Board and the ARPB, the Chief Executive Officer, the Chief Operating Officer and General Manager Clinical Services and to such other persons as the Board and ARPB directs.

9. Confidentiality

- 9.1 Each member is to keep confidential all information and matters brought before, or dealt with by, the Committee.
- 9.2 No Committee member may make any public disclosure or announcement regarding any information or matter brought before, or dealt with by, the Committee, except with the prior approval of the Chair of the Board.