

SUMMERSET GROUP HOLDINGS LIMITED CLINICAL GOVERNANCE COMMITTEE CHARTER

1. Constitution

- 1.1 The Clinical Governance Committee of Summerset Group Holdings Limited (**Company**) shall be a committee of the Board established by the Board.

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 organisation.
 - 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.
 - Ensure that appropriate mechanisms are in place for the effective engagement of representatives of residents and clinical staff.

3. Membership

- 3.1 Membership of the Committee shall comprise members of the Board 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 or health lawyer (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 or health law 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 or health law background if he or she:
 - Is a registered medical practitioner with the Medical Council of New Zealand or the Australian Medical Council; 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
 - Is a lawyer who has been admitted as a Barrister and Solicitor of the High Court of New Zealand or as a lawyer of the Supreme Court of an Australian State or Territory (with specialist skills in health law).
- 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 non-Company director 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, General Manager of Operations, Head of 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 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 as and when the Committee considers appropriate or as otherwise requested by the Board:

- 5.1 Strategy
- 5.1.1 Work with management to identify priorities for 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 that an appropriate approach is in place to deal with clinical risk across the Group, including emergency planning and service continuity planning.
- 5.2.2 Review high clinical risks and report high risks to the Board.
- 5.2.3 Liaise with other committees of the Board 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 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), 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.

6. Authorities

- 6.1 The Committee is authorised by the Board to investigate any activity within this Charter and to seek any information it requires from management.
- 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.

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 any other person the Board considers 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.
- 8.3 The minutes of all Committee meetings will be circulated to all members of the Board, the Chief Executive Officer, the General Manager of Operations and Head of Clinical Services and to such other persons as the Board 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 Company's Chair of the Board.