

Clinical Governance and Care Committee Charter

Regis Healthcare Limited (**Company**)

ACN 125 203 054

Adopted by the Board on 22 March 2019

Committee Charter

Clinical governance is an integral component of the Company's corporate governance framework. It ensures that all members of the Company, from frontline clinicians to members of the Board, are accountable to care recipients and their representatives for assuring the delivery of safe, effective and continuously improving clinical and personal care services.

The Committee supports the objective of Regis' Clinical Governance Policy by adopting a robust and consistent approach towards ensuring that appropriate systems are in place to deliver safe and effective clinical and personal care.

For the purpose of this Charter:

- **"care recipient"** means a person to whom Regis provides care through aged care services including residential, home care and commonwealth home support;
- **"clinical care"** refers to activities relating to medical, nursing, allied health professional services, and does not include matters relating to hotel services or accommodation.
- **"personal care"** refers to non-clinical services relating to care recipient's health and wellbeing, and does not include matters relating to hotel services or accommodation.

1 Membership of the Committee

- 1.1** The Committee must consist of a minimum of 3 members of the Board, one of whom will be Committee chair.
- 1.2** The Board may appoint additional directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.
- 1.3** Directors and the EGM Quality and Compliance have a standing invitation to attend meetings of the Committee. Other non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair or MD/CEO.
- 1.4** It is intended that:
 - a) the members of the Committee as a whole should have the clinical governance expertise, the necessary technical knowledge and a sufficient understanding of the industry in which the Company operates, to be able to discharge the Committee's mandate effectively; and
 - b) at least one Member will have relevant qualifications and experience (such as being or having been a registered Medical Practitioner or Health Practitioner in Australia or New Zealand).

- 1.5** The Committee may co-opt additional expertise from within the Company or through the engagement of external experts.
- 1.6** The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

2 Administrative matters

2.1 Meetings

The Committee will meet at least quarterly or as often as the Committee members deem necessary in order to fulfil their role.

2.2 Quorum

The quorum is at least 2 Non-Executive Directors who are appointed members of the Committee.

2.3 Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. There is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

2.4 Chair

In the absence of the Committee chair, the Committee members must elect one of their number as chair for that meeting. The chair does not have a casting vote.

2.5 Access to resources and authority

The Committee is to have access to adequate internal and external resources. The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers (including external consultants and specialists) as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

2.6 Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary (or his or her delegate) and, after approval by the Committee chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and be open at all times for inspection by any director.

2.7 Reporting

It is intended that a copy of the minutes of the Committee meeting will be included in the next Board meeting papers following a meeting of the Committee.

The Committee chair will, if requested, provide an oral report as to any material matters arising out of the Committee meeting. All directors may, request information of members of the Committee.

3 Role & Responsibilities

3.1 The role of the Committee is to:

- (a) Provide oversight and assurance that the Company's clinical governance and quality improvement policies and frameworks are effective.
- (b) Ensure that the Company's systems and processes are appropriate for the delivery of safe and effective clinical and personal care services that meet all legislative requirements including the *Aged Care Act 1997 (Cth)* and the *Aged Care Quality Standards, 2018*, and enable best outcomes for care recipients.
- (c) Provide oversight and assurance that the Company has in place transparent and consistent processes within defined clinical governance structures.
- (d) Provide oversight and assurance that the Company has in place robust monitoring, audit and quality improvement processes for the Company's clinical and personal care services.
- (e) Ensure that appropriate mechanisms are in place for effective engagement with care recipients, their representatives and clinical staff regarding the quality of clinical and personal care.

3.2 In fulfilling these roles the Committee is responsible for:

- (a) Defining clinical standards and ensuring processes that identify and mitigate clinical risks are in place across the organisation;
- (b) Making recommendations to the Board in relation to
 - (1) clinical governance strategy to ensure that there is an effective and appropriate clinical governance policy and framework in place;
 - (2) priorities for clinical governance improvement including appropriateness, adequacy and availability of clinical resources across the business;
 - (3) development of and engagement with clinical leaders and emerging talent; and
 - (4) clinical risk management having regard to structures and activities which underpin clinical governance.

4 Review

The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.