

Charter

Clinical Governance and Care Committee Charter

Regis Healthcare Limited (**Company**)

ACN 125 203 054

Adopted by the Board on 24 November 2020

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 care staff and clinicians, to members of the Board, are accountable to residents, clients and their representatives for assuring the delivery of personal, safe, effective and integrated clinical and personal care services.

The Committee provides a leadership role in overseeing that there is a robust and consistent approach in ensuring the delivery of RegisCare for every resident and client every time. Clinical and personal care and services meet the four RegisCare Goals of Care, where care is:

1. **Personal** - Care and services focussed on resident and client needs and preferences
2. **Safe** - Physical, emotionally, culturally and spiritually safe care
3. **Effective** - The right care in the right way with the best possible outcomes
4. **Integrated** - A smooth, integrated care experience

For the purpose of this Charter:

- **"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 a resident or client'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 have a standing invitation to attend meetings of the Committee. Management staff that have a standing invitation are the:

- (a) EGM Strategy, Quality and Improvement;
- (b) EGM Clinical Care and Practice; and
- (c) EGM People and Culture.

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 five times per annum 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 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.

The Committee will also consider whether any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

3 Role & Responsibilities

3.1 The Committee is responsible for overseeing best practice, evidence based and effective clinical governance, clinical and personal care and practice, quality and improvement frameworks operate within the Company. Specifically, in relation to the four RegisCare goals of care, the Committee is responsible for:

a) *Personal Care*

- Providing leadership to monitor that the resident and client voice is integrated into all aspects of what we do.
- Providing oversight of the mechanisms Regis has in place to partner with residents and clients, including decision making in their own care, partnerships in clinical governance, quality and improvement, and partnerships in service and operational planning.
- Providing oversight of resident, client and loved ones' feedback systems, including compliments, complaints and experience surveys, and monitoring that improvements identified are translated into action.

b) *Safe Care*

- Providing leadership for and overseeing that systems and processes are in place to build a just and learning culture which supports open disclosure to residents, clients and their loved ones.
- Defining clinical and care standards and overseeing processes that identify and mitigate clinical risks are in place across the organisation.
- Monitoring that best practice and evidence-based programs are in place to minimise preventable harm to residents and clients and that all legislative and external reporting requirements are met, including the *Aged Care Act 1997 (Cth)* and the *Aged Care Quality Standards 2018 (Cth)*.
- Providing oversight of the Regis clinical incident management framework and overseeing that risks and improvements are identified and translated into action.
- Recommending to the Board any areas of advocacy which affect the quality and safety of care and services being provided to residents and clients.

c) *Effective Care*

- Monitoring that robust governance, strategies and audit and measurement systems are in place to track and support progress towards achieving RegisCare for every resident and client, every time.
- Providing oversight of accreditation and other external review processes, including plans required to improve performance.

- Approving and overseeing the progress of strategic quality plans and objectives and their alignment with the four RegisCare goals.

d) *Integrated Care*

- Monitoring the overall quality of services being provided with reference to appropriate data including performance, quality and improvement indicators; audit and survey results; clinical risks; and ad hoc reports as required.

3.2 In fulfilling these roles, the Committee is responsible for making recommendations to the Board on relation to:

- (a) clinical and care governance strategy to monitor that there is an effective and appropriate clinical and care governance policy and framework in place;
- (b) priorities for clinical and care governance improvement including appropriateness, adequacy and availability of clinical resources across the business;
- (c) development of and engagement with clinical and care leaders and emerging talent; and
- (d) clinical and care risk management having regard to structures and activities which underpin clinical and care 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.