Charter

Clinical Governance and Care Committee Charter

Regis Healthcare Limited (**Company**)

ACN 125 203 054

Adopted by the Board on 24 November 2020

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Custodian	Executive General Manager, Quality and Care Excellence
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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 performs a leadership role in monitoring Regis' commitment to pursuing consistently high quality care for residents and clients based on their needs, goals and preferences. High quality care and services are daily priorities and defined by the Regis Healthcare Board in the Regis Strategic Quality and Clinical Governance Framework and referred to as *RegisCare for every resident and client every time*.

RegisCare consists of four goals, 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

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 Quality and Care Excellence;

(b) Chief Medical Advisor;

(c) Chief Nursing Officer;

(d) Chief Operating Officer; and

(e) Group General Manager Residential Care

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 clinical 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 Committee may request the appointment by the Company of a person to act as professional advisor on such terms as may be agreed to support the role and responsibilities of the Committee. Such professional advisor may be invited by the Chair to attend some or all Committee meetings in a consultative capacity, but the position shall carry no voting or decision-making rights or authority.

1.7 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 four times per annum or as often as the Committee members deem necessary in order to fulfil their role, however it is intended that the Committee shall meet quarterly to ensure regular oversight.

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 has rights of access to management and external resources without management present. The Committee may seek and obtain external professional advice of the Company's auditors, solicitors or other independent advisers (including 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 (subject to any legal obligation to protect information) at the Company's expense.

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

The Committee chair will, if requested, provide a brief verbal report to the Board as to any material matters arising out of the Committee meeting and the minutes presented. All directors may, within the Board meeting, request information of members of the Committee.

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

2.8 Disclosure of interests

Committee members have a responsibility to disclose material personal interests and take reasonable steps to avoid any conflict of interest in connection with the performance of their duties on the Committee.

On appointment Committee members will provide a written declaration to the Company Secretary for provision to the Chair and the MD/CEO declaring any potential or actual conflicts of interest they may have in relation to their responsibilities.

Members are required to proactively manage conflicts of interest, declaring them as they arise. Re-declaration is required as circumstances change.

Members should consider past employment, consultancy arrangements and related party issues in making these declarations and the Chair should be satisfied that there are sufficient processes in place to manage any real or perceived conflict.

At the beginning of each Committee meeting, members are required to declare any potential or actual conflicts of interest that may apply to specific matters on the meeting agenda. Where required by the Chair, the member will be excused from the meeting or from the Committee's consideration of the relevant agenda item(s). Details of potential or actual conflicts of interest declared by members of the Committee and action taken will be appropriately recorded in the minutes.

Members must immediately disclose to the Chair any change in their circumstances that relates to a suitability matter under the Aged Care Act 2024 or if they receive any notice relating to a banning order from the Commissioner of the Aged Care Quality and Safety Commission.

2.9 Confidentiality

All proceedings of the Committee, including papers submitted and presentations made, shall be kept confidential and will not be disclosed or released to any person other than employees of the Company, except as required by law or as agreed by the Committee Members and Management.

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, the Committee is responsible for:

a) Leadership and Culture

- Provide leadership in fostering a culture of safety, quality, and continuous improvement in clinical care and services.
- Champion a just and learning culture that supports open disclosure, transparency, and accountability at all levels of the organisation.
- Promote alignment of clinical governance with Regis' values, strategic objectives, and regulatory requirements.
- Approve and oversee the progress of strategic quality and care priorities.
- Support the development and implementation of the diversity and inclusion strategy as it relates to older people from diverse backgrounds.
- Define clinical and care standards and oversee processes that identify and mitigate clinical risks across the organisation.
- Monitor that best practice and evidence-based programs are in place to support the delivery of high-quality care and that all legislative and external reporting requirements are met, including the *Aged Care Act 2024 (Cth)* and the *Aged Care Rules 2025.*

b) Consumer Partnership

- Oversee mechanisms to ensure the resident and client voice, including diverse perspectives, is integrated into all aspects of care and service delivery.
- Monitor and support systems for partnering with residents, clients, and their representatives in decision-making, clinical governance, quality improvement, and service planning.
- Oversee feedback systems (compliments, complaints, surveys) and ensure that consumer input leads to tangible improvements.
- Oversee systems and obtain assurance that the provider understands the Statement of Rights as defined in the Aged Care Act 2024 and has practices in place to take all reasonable and proportionate steps to act compatibly with it, including lawful balancing of competing rights and freedoms of others and compliance with other laws.

c) Organisational Systems

- Oversee the development, implementation, and review of clinical governance systems, policies, and procedures to ensure compliance with the Aged Care Act 2024 (Cth), Aged Care Rules 2025, and best practice standards.
- Monitor the effectiveness of risk management, incident management, and quality management systems, ensuring that risks are identified, mitigated, and improvements are actioned.
- Oversee accreditation, external review processes, and the implementation of required improvement plans.

d) Effective Workforce

- Monitor that workforce strategies, credentialing, and capability frameworks are in place to ensure staff are skilled, competent, and supported to deliver safe, high-quality care.
- Oversee education, training, and professional development programs, including those related to diversity and inclusion.
- Ensure systems are in place for workforce planning, recruitment, and retention to meet current and future care needs.

e) Monitoring, Reporting

- Oversee the collection, analysis, and reporting of clinical and quality data, including performance indicators, audit results, and incident trends.
- Ensure regular reporting to the Board on clinical governance, quality, and safety matters, including emerging risks and improvement actions.
- Review management assurance, clinical and care data, audit findings, regulatory correspondence, advisory-body feedback and continuous-improvement progress.

f) Communication and Relationships

- Foster effective communication and relationships with internal and external stakeholders, including regulatory bodies, Consumer Advisory Bodies, and the broader community.
- Recommend to the Board any areas of advocacy or sector engagement that affect the quality and safety of care and services.
- 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 2024 (Cth)* and the *Aged Care Rules 2025.*

3.2 Pursuant to the governance requirements in the *Aged Care Act 2024 (Cth*) and *Aged Care Rules2025*, the Committee will also:

(a) In relation to the Regis Quality Care Advisory Body (QCAB):

(1) monitor to ensure that the QCAB is established and continues in existence where required and maintains the prescribed membership, including a responsible person with appropriate service-delivery experience, a person directly involved in service delivery, and a person representing the interests of individuals receiving services.

(2) at least once every six months, receive a written report from the QCAB about the quality of the aged care delivered through Regis' aged care service/s;

(3) ensure that the QCAB report meets the reporting requirements as specified in the *Aged Care Rules 2025*, including:

(A) that the report must include any concerns or commentary that the QCAB has about the quality of aged care provided by Regis through service/s in the period covered by the report (i.e. what occurred in the six months preceding the report);

(B) any updates as to quality, taking into account all items specified in the *Aged Care Rules 2025;* and

(C) that the written report covers each service that Regis operates.

(4) that the Committee considers this report and feedback when making decisions about the quality of aged care services and advises the Quality Care Advisory Body in writing how it has done so;

(5) the QCAB is able to give feedback to the Committee about the quality of the aged care delivered at Regis at any time; and

(6) the Committee is able to request the QCAB to provide advice on specific topics or conduct investigations and inquires.

(b) In relation to the Regis Consumer Advisory Bodies (CABs):

(1) monitor to ensure that individuals accessing funded aged care services and their supporters are offered in writing, at least once every 12 months, the opportunity to establish one or more CABs to give feedback about service quality.

(2) ensure that regular reports are provided from the CABs to the Committee; and

(3) that the Committee considers any feedback given by the CABs when making decisions in relation to the quality of the care provided through our aged care services and advise the CABs in writing how it has considered that feedback.

3.3 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 and improvements in response to feedback provided by the Quality care Advisory Body and/or Consumer Advisory bodies;

(c) priorities for clinical and care governance improvement including appropriateness, adequacy and availability of clinical resources across the business;

(d) development of and engagement with clinical and care leaders and emerging talent; and

(e) clinical and care risk management having regard to structures and activities which underpin clinical and care governance

(f) ensuring that the care and services are accessible to, and appropriate for, people from diverse backgrounds.

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.