

RYMAN HEALTHCARE LIMITED CLINICAL GOVERNANCE COMMITTEE – TERMS OF REFERENCE

Constitution

The clinical governance committee shall be a committee of the board established by the board.

Objectives

The primary aim of the Clinical Governance Committee is to support and enhance the quality of the company's clinical performance and care and service provision. Added focus will be given to new innovation and ensuring alignment with current emerging best clinical practice.

The Committee will assist the board in discharging its responsibilities relative to clinical reporting and clinical compliance.

Membership

Members of the committee shall comprise members of the board appointed by the board, and any external experts who may be appointed from time to time by the Chairman of the Committee.

The number of members of the committee shall be not less than three all of whom shall, wherever possible, be independent non-executive directors. The chief executive shall not be a member of the committee.

The board shall appoint a chairman from the independent non-executive members of the committee. The chairman of the board shall not be chairman of the committee.

Secretarial and meetings

The secretary of the committee shall be appointed by the board.

A quorum of members of the committee shall be two.

The committee may have in attendance such members of management including the operations manager, clinical auditor and such other persons as it considers necessary to provide appropriate information and explanations.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the committee, all other members of the board, the chief executive, the operations manager and the external clinical auditors.

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Meetings shall be held having regard to the company's reporting and audit cycle. Any member of the committee, the chief executive, the operations manager, clinical auditor or the external auditors may request a meeting at any time if they consider it necessary.

Minutes shall be kept.

Responsibilities

The responsibilities of the committee are as follows:

- to liaise with external auditors. External auditors to be invited to attend a meeting each year and report to the Clinical Governance Committee, including a review of the internal audit function.
- to liaise with internal clinical auditors;
- to review internal and external clinical audit findings;
- to review significant changes to clinical policies;
- to comply with statutory responsibilities relating to clinical matters;
- to review of the appointment of external clinical auditors;
- to review significant complaints and investigations relating to care of residents;
- to ensure appropriate clinical information systems and external controls are in place;
- to review the clinical aspects of the Group's risk register and report any findings/recommendations to the Board;
- to review changes in clinical practice in aged care;

In addition, the Committee shall examine any other matters referred to it by the Board.

Authority

The committee is authorised by the board to investigate any activity within its terms of reference. It may be authorised by the Board to seek any information it requires from any appropriate employee of the Company and it is anticipated that such employees will co-operate with any request made by the committee.

The committee is authorised by the board to obtain, at the expense of the company, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the expense of the company, of outside parties with relevant experience and expertise if it considers this necessary. Such an action would usually take place following consultation with the Board or the chair of the Board.

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Reporting procedures

The committee shall maintain direct lines of communication with the external auditors, the chief executive, the operations manager and the clinical auditor.

The chief executive, the operations manager and the clinical auditor shall be responsible for drawing to the committee's immediate attention any material matter that relates to the care of the resident, any material breakdown in internal controls or audit, and any material clinical failing or malpractice.

The committee shall be provided with copies of all letters between the external auditors and management, and a précis of all audit reports.

After each committee meeting the chairman shall report the committee's findings and recommendations to the board.

The minutes of all committee meetings shall be circulated to members of the board, the chief executive, the operations manager, the external auditors and to such other persons as the board directs.

The chairman shall present an annual report to the board summarising the committee's activities during the year and any related significant results and findings.

Ownership and review

Approver: Ryman Healthcare Board

Reviewer: Ryman Healthcare Board

Ownership: Operations and Clinical Services Manager

Review: Annual or as necessary