

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, care and exploring new service provision. Focus shall be on ensuring alignment with current and emerging best clinical practice, enhancing resident experience and exploring new innovations.

The committee will assist the board in discharging its responsibilities relative to clinical reporting and clinical legislative compliance across New Zealand and Australia.

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 chair of the committee.

The board shall appoint a chair from the Independent non-executive members of the committee. The chair of the board shall not be the chair 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, of which one will be a board member.

The committee may have in attendance such members of management, including the group chief executive, chief executive officer – Australia, chief executive officer – New Zealand, group manager clinical care, group clinical innovation and quality manager, New Zealand operations manager, chief technology and innovation officer and the 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, group chief executive, chief executive officer – Australia, chief executive officer – New Zealand and the external clinical auditors.

Meetings shall be held having regard to the company's reporting and audit cycle. Any member of the committee, chief executive officer, chief operations officer 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 and monitor internal and external clinical audit findings
- to review significant changes to clinical policies
- To ensure that Ryman Healthcare complies with statutory responsibilities relating to clinical matters
- to review the appointment of external clinical auditors

- to review and monitor significant complaints and investigations relating to the 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
- to monitor the quality of care experienced by all Ryman residents
- to monitor the implementation of the new, New Zealand Ngā Paerewa Health and disability services standard into Ryman's clinical governance framework, ensuring the principles of Te Tiriti o Waitangi are present in our care policies and procedures.

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.

REPORTING PROCEDURES

The committee shall maintain direct lines of communication with the external auditors, group chief executive, chief executive officer – Australia, chief executive officer – New Zealand and the clinical auditor.

The group chief executive, the chief executive officer –Australia, the chief executive officer – New Zealand 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 chair 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, group chief executive, chief executive officer – Australia, chief executive officer – New Zealand, the external auditors and to such other persons as the board directs.

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

REVIEW

On an annual basis, the committee shall carry out a review of its performance over the preceding 12 months.

The format of this review will be considered by the committee and recommended to the board for approval and the outcome of the review shall be reported to the board by the chairman.

OWNERSHIP

Approver: Ryman Healthcare Board

Reviewer: Ryman Healthcare Board

Ownership: Chief Executive Officer – New Zealand

Review: Annual or as necessary