



Clinical Governance Committee Charter

1 Background

- 1.1 The Clinical Governance Committee (Committee) is a Committee of the Board of Directors of Ryman Healthcare Limited (Ryman).
- 1.2 This Charter outlines the Committee's role, duties and responsibilities, authority, and procedural operations. This Charter provides a framework to guide the Committee in its support of the broader governance objectives of the Board and Ryman.

2 Role of the Committee

- 2.1 The role of the Committee is to support the Board in the governance oversight and strategic leadership of the Ryman Group's:
 - 2.1.1 Compliance with all relevant legislation and regulatory standards across New Zealand and Australia that relate to clinical risk and care delivery
 - 2.1.2 Adherence to the core principles of clinical governance, the foundation of which is a framework that promotes accountability, risk mitigation, continuous improvement, and resident safety.

3 Duties and responsibilities

- 3.1 The Committee has the following duties and responsibilities:
 - 3.1.1 Monitor compliance with statutory and regulatory responsibilities relating to clinical care in both New Zealand and Australia and keep up to date with emerging legislative or regulatory changes that impact Ryman's operations
 - 3.1.2 Review, monitor and where material, recommend any changes to the Board, on the clinical risk management framework and policies, including the identification of critical risks and assurance activities
 - 3.1.3 Review and monitor indicators and targets for clinical performance across the Ryman Group, including the effectiveness of improvement plans
 - 3.1.4 Assess whether the systems used to identify and manage clinical care and risk are fit-for-purpose, effectively implemented, and subject to regular review
 - 3.1.5 Seek assurance that the Ryman Group is effectively structured and resourced to manage clinical care and mitigate risk, and where required, recommend resources be made available to support clinical risk management systems
 - 3.1.6 Ensure systems are in place for early identification and mitigation of emerging clinical risks
 - 3.1.7 Review and monitor resident feedback and trends in aged care services and ensure that it considers this feedback in decision-making about care quality
 - 3.1.8 Review internal and external clinical audit findings, seeking confirmation from management that follow-up actions are addressed
 - 3.1.9 Review significant adverse events to ensure appropriate investigation, root cause analysis, and implementation of corrective actions have been carried out to prevent recurrence, in line with appropriate standards
 - 3.1.10 Receive updates from management on complaints and investigations, including those referred to external bodies and assess the adequacy of management's responses and continuous improvement efforts
 - 3.1.11 Oversight of whistleblower disclosures relating to clinical care and monitoring of appropriate escalation and response mechanisms.

4 Authority

- 4.1 The Committee has access to management and may seek explanations and additional information from management.
- 4.2 The Committee is authorised by the Board, at Ryman's expense, to obtain external information, advice, and expertise as it considers necessary to carry out its responsibilities.
- 4.3 The Committee does not have the power or authority to make a decision in the Board's name or on its behalf, unless specifically provided for in this Charter or otherwise directed by the Board. The Committee will make recommendations to the Board on all matters expressly noted in this Charter as being for the approval of the Board.

5 Procedural operation of the Committee

Membership and appointments

- 5.1 The Committee will consist of at least three members, with at least two members being independent directors of the Board, and two external clinical experts who are recommended by the Chair of the Committee to the Board and appointed by the Board. The Committee will also include a member deemed to have an adequate health practitioner background.
- 5.2 The appointment and removal of directors to the Committee will be the responsibility of the Board, and the Board will appoint a chair from among the members of the Committee who will be an independent director and this may be the Chair of the Board.
- 5.3 The secretary of the Committee will be the Company Secretary, or such other person as nominated and agreed to by the Board.

Meetings

- 5.4 A quorum of the Committee is two members in attendance, and no business can be transacted at a meeting without a quorum. All directors are entitled to attend meetings of the Committee in the capacity as an observer, provided they are not conflicted.
- 5.5 The Committee may have in attendance such members of management, including the Chief Executive Officer and the Chief Operating Officer, and any other person it considers necessary to provide appropriate information and explanation.
- 5.6 Meetings will be scheduled to occur with additional meetings scheduled if required. Reasonable notice of the meeting and the business of the meeting will be given to the members of the Committee.

Reporting procedures

- 5.7 The Committee will maintain direct lines of communication, through the Chair, with the Chief Executive Officer, the Chief Operating Officer and General Manager of Clinical & Resident Services.
- 5.8 After each Committee meeting, the Chair of the Committee will report the Committee's findings and recommendations to the Board.
- 5.9 Minutes of all meetings will be kept and signed by the Chair when approved. The minutes of all Committee meetings are available to all directors.

Review

- 5.10 The Committee will undertake an annual self-review of its performance against its purpose and responsibilities.
- 5.11 Consistent with good practice, this Charter will be posted on Ryman's website.

Ownership and review

Approver	Ryman Healthcare Board
Date	November 2025
Reviewer	Clinical Governance Committee
Ownership	Company Secretary and the Chief Operating Officer
Review frequency	Every two years or earlier as required