

CLINICAL GOVERNANCE COMMITTEE TERMS OF REFERENCE

PURPOSE

The Clinical Governance Committee (**Committee**) is a committee of the board of Ryman Healthcare Limited (**Board**) established for the purpose of assisting the Board in discharging its responsibilities to build long term shareholder value and broadly:

- Support and enhance the quality of Ryman's clinical performance, care and exploring new service provisions. Focus shall be on ensuring alignment with current and emerging best clinical practice, enhancing resident experience, and exploring new innovations; and
- Assist the Board in discharging its responsibilities relative to clinical reporting and clinical legislative compliance across New Zealand and Australia.

MEMBERSHIP

The Committee shall consist of members of the Board appointed by the board, and external clinical experts who are recommended by the by the chair of the Committee to the Board and are appointed by the Board.

The appointment and removal of members shall be the responsibility of the Board.

The chair of the Committee cannot be the chair of the Board.

MEETINGS

A quorum of the Committee is two members of which one will be a Board member. No business can be transacted at a meeting without a quorum.

All directors are entitled to attend meetings of the Committee (provided they are not conflicted).

The Committee may invite members of management and such other persons, including external advisers, to attend Committee meetings as it considers necessary to provide appropriate information and advice to the Committee.

Meetings shall be held having regard to Ryman's reporting and audit cycle. Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee.

ROLES AND RESPONSIBILITIES

The key role of the Committee is to assist the Board by making recommendations to the Board on the areas of responsibilities delegated to it by the Board (as set out below). The Committee cannot take any actions or make any decisions on behalf of the Board unless specifically mandated by the Board.

The Board remains fully, and legally, responsible for all areas that are delegated to the Committee.

The Committee is directly responsible and accountable to the Board for the exercise of its responsibilities.

The responsibilities of the Committee are as follows:

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

- monitor the mix and composition of the clinical workforce to ensure that it is able to maintain care delivery and meet external standards and expectations;
- monitor the quality of care experienced by all Ryman residents;
- monitor the implementation of 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;
- monitor the implementation of Australian Aged Care Quality Standards and Star Ratings into Ryman's clinical governance framework; and
- any other matter allocated to the committee by the Board for consideration.

REPORTING

After each Committee meeting the chair shall report the Committee's findings and recommendations to the Board.

Minutes of all meetings shall be signed by the chair of the Committee when finalised. The minutes of all committee meetings are available to all directors.

Management will 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 clinical auditors and management, and a précis of all clinical audit reports.

REVIEW

The Terms of Reference were reviewed in September 2023 and will be reviewed annually.