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# **Clinical Governance Committee Charter**

Doctor Care Anywhere Group PLC

Adopted by the Board on 16<sup>th</sup> October 2020

*Clinical governance: the integrated systems, processes, leadership and culture that are at the core of providing safe, effective, accountable and person-centred healthcare underpinned by continuous improvement.*

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## Clinical Governance Committee Charter

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### 1 Roles and responsibilities of the Clinical Governance Committee and its Authority

- (a) The Clinical Governance Committee (**Committee**) assists the board of directors (**Board**) of Doctor Care Anywhere Group PLC (**Doctor Care Anywhere**) in fulfilling their responsibilities for oversight of clinical governance. Specifically, the Committee has oversight of operations to:
  - (i) provide leadership, support and direction to ensure the company provides and excels in the following core competencies: safe, effective, caring, responsive and well-led clinical services providing the highest standards of person centred care;
  - (ii) set expectations and requirements regarding the accountability of clinical services for quality and safety and continuous improvement;
  - (iii) monitor clinical governance implementation and performance by continually reviewing key quality and safety indicators;
  - (iv) monitor necessary clinical data, including benchmarked and trend data, and proactively identifying and responding decisively to emerging clinical quality and safety trends;
  - (v) identify clinical risks early and recommend quality improvements; and
  - (vi) provide a forum for monitoring and escalation of all clinical incidents and required actions.
- (b) review Doctor Care Anywhere's medical policies and protocols, and ensure they are compliant with regulatory frameworks. The Committee is empowered to investigate any clinical matter, with full access to all records, company operations, and people of Doctor Care Anywhere and the authority to engage independent professional advisers as it determines necessary to carry out its duties.
- (c) The Committee is a committee of the Board established in accordance with Doctor Care Anywhere's constitution (**Constitution**) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.
- (d) Authority is delegated to the Registered Manager to ensure delivery of safe and effective clinical services.

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### 2 Membership

- (a) The Committee should to the extent practicable given the size and composition of the Board and nature and scope of the operations of the Company from time to time, comprise of at least six members ideally from different clinical specialist backgrounds including one healthcare systems specialist (e.g. CQC, NICE, Hospital Board).
- (b) All Committee members should have a reasonable understanding of Doctor Care Anywhere's business and the industry in which it participates, including independent members.

- (c) The Board will appoint an independent Chair of the Committee (**Committee Chair**). The Committee Chair should be an appropriately qualified individual.
  - (d) There is no specific requirement for Committee members or the Committee Chair to be Non-Executive Directors.
  - (e) The appointment and removal of Committee members is the responsibility of the Board.
  - (f) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.
  - (g) The Company Secretary of Doctor Care Anywhere is secretary to the Committee, but may delegate this responsibility as appropriate.
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### 3 Meetings

- (a) The Committee will meet at monthly or as frequently as is required to undertake its role effectively.
  - (b) The Committee may meet in private with any or all of Doctor Care Anywhere's Chief Executive Officer, any member of the Leadership Team, the Audit and Risk Management Committee and external auditors.
  - (c) Any Committee member may, and the Committee Secretary must upon request from any member, convene a meeting of the Committee.
  - (d) The Committee may invite any executive director, executive, other staff member or external auditor to attend all or part of a meeting of the Committee. There is an open invitation for any non-executive director of Doctor Care Anywhere to attend all meetings of the Committee.
  - (e) Committee meetings will be attended by the Chief Medical Officer, Medical Director, Head of Clinical Governance and Registered Manager (if a different person).
  - (f) There is an open invitation for the Chair of the Audit and Risk Committee (or representative) to attend all meetings of the Committee.
  - (g) The proceedings of all meetings will be minuted by the Committee Secretary. All minutes of the Committee are available for inspection by any director.
  - (h) A quorum for any meeting will be at least four Committee members.
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### 4 Reporting

- (a) The Committee will:
  - (i) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;
  - (ii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and
  - (iii) as and when appropriate, seek direction and guidance from the Board on clinical matters.

- (b) Minutes of Committee meetings will be included in the papers for the next full Board meeting.
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## **5 Access to information and independent advice**

- (a) The Committee may seek any information or advice it considers necessary to fulfil its responsibilities.
  - (b) The Committee has access to:
    - (i) Doctor Care Anywhere's management, to seek explanations and information from them; and
    - (ii) external and internal auditors to seek explanations and information, without Doctor Care Anywhere's management being present.
  - (c) The Committee may seek professional advice from appropriate external advisers, at Doctor Care Anywhere's cost. The Committee may meet with these external advisers without Doctor Care Anywhere's management being present.
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## **6 Reviews and changes to this Charter**

- (a) The Committee will review this charter at least annually and as often as it considers necessary.
  - (b) The Committee will make recommendations to the Board on changes to Doctor Care Anywhere's clinical framework.
  - (c) The Board may change this charter (including the responsibilities of the Committee) from time to time by resolution.
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## **7 Committee Performance**

- (a) The Board will, at least once in each year, review the membership 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.
- (b) The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.