



Clinical Governance Committee Charter

Doctor Care Anywhere Group PLC

Adopted by the Clinical Governance Committee on **[insert date]** and the Board on 23 April 2021

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.

Clinical Governance Committee Charter

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

- (a) The Clinical Governance Committee (**Committee**) assists the board of directors (**DCA Board**) of Doctor Care Anywhere Group PLC (**Doctor Care Anywhere**) in fulfilling their responsibilities for oversight of clinical governance.
- (b) 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 DCA Board from time to time.
- (c) 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.
 - (vii) Review any new or updated/revised clinical policies and protocols to ensure that they are safe, effective and compliant with regulatory frameworks
- (d) 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.
- (e) Authority is delegated to the Registered Manager to ensure delivery of safe and effective clinical services.

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 five members ideally from different clinical backgrounds including at least 2 GPs.

- (b) The committee should have at least one member who has led on clinical governance in a large healthcare organisation with experience of delivering on quality and safety at significant scale, and one member who has experience of inspecting or auditing healthcare organisations for a regulatory or quality improvement body.
 - (c) All Committee members should have a reasonable understanding of Doctor Care Anywhere's business and the industry in which it participates, including independent members.
 - (d) The Board will appoint an independent Chair of the Committee (**Committee Chair**). The Committee Chair should be an appropriately qualified individual.
 - (e) There is no specific requirement for Committee members or the Committee Chair to be Non-Executive Directors.
 - (f) The appointment and removal of Committee members is the responsibility of the DCA Board.
 - (g) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.
 - (h) 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 approximately 2 weeks prior to each DCA board meeting to allow adequate time to provide a formal written report and the most recent committee minutes to the DCA board. An agenda template, which the Committee may change according to its requirements, is at Appendix A.
- (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, or the Audit and Risk Management Committee Chair.
- (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 or other staff member 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 any meeting of the Committee.
- (e) Committee meetings will be attended by the Chief Medical Officer and the Head of Clinical Quality, Improvement and Patient Safety (CQIPS). The Registered Manager is not required to attend all meetings as their authority is delegated to the Chief Medical Officer, but must attend when required to do so by The Chair. Any member of the clinical management team may be required to attend meetings as required by the Committee.
- (f) The proceedings of all meetings will be minuted by the Committee Secretary. All minutes of the Committee are available for inspection by any director. Minutes are to be published within one working week of the meeting.
- (g) A quorum for any meeting will be at least four Committee members.

4 Reporting

- (a) The Committee will:
 - (i) regularly formally report verbally and in writing providing assurance to the DCA Board on all matters relevant to the Committee's role and responsibilities;
 - (ii) report and, as appropriate, make recommendations to the DCA 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.
- (b) Minutes of Committee meetings will be included in the papers for the next DCA Board meeting.

5 Access to information and independent advice

- (a) The Committee may seek any information or advice it considers necessary to fulfil its responsibilities, including any urgent escalation of any issues to the most senior levels of Doctor Care Anywhere.
- (b) Specifically, the Committee has access to:
 - (i) Doctor Care Anywhere's Board, through the Chair;
 - (ii) Doctor Care Anywhere's management, to seek explanations and information and Doctor Care Anywhere's Audit and Risk Committee, through the Chair.
- (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, with the prior approval of the DCA board.

6 Reviews and changes to this Charter

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

7 Committee Performance

- (a) The DCA 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 DCA Board in relation to the Committee's membership, responsibilities, functions or otherwise.
- (b) The Committee shall evaluate its performance annually to determine whether it is functioning effectively by reference to current best practice, and provide a formal annual

report to the DCA Board providing assurance on how it is fulfilling the roles and responsibilities outlined in this Charter.

Appendix A

Clinical Governance Committee meeting agenda template

1. Welcome and apologies
2. Conflict of interest declarations
3. Approval of minutes from previous meeting
4. Action log from previous meeting
5. CMO report (written and verbal report)
6. Serious incidents
7. Incidents – numbers, trends, themes and key learning and actions
8. Clinical audit summary (includes quality assurance activity)
9. Patient feedback- complaints numbers, trends, themes and key learning and actions, patient survey responses.
10. Safeguarding update
11. Clinical risk register
12. Innovation and excellence
13. Head of CQIPS report (written and verbal report)
14. Medicines management update
15. New or updated clinical policies
16. Regulatory matters (by exception)
17. CCIO report (by exception)
18. AOB