

CHARTER FOR THE CLINICAL GOVERNANCE COMMITTEE – PROCARE HEALTH LIMITED

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1. PURPOSE OF THE CHARTER

The Clinical Governance Committee is an advisory Committee to the Board of ProCare Health Limited and the Board of ProCare Networks Limited. The Clinical Governance Committee is also available to provide clinical guidance to the Board of ProCare Psychological Services Ltd.

2. DEFINITIONS

- **ProCare** refers to **ProCare Health Limited**, also referred to as “**PHL**” and includes any associated companies
- **PNL** is **ProCare Networks Limited**
- **The Board** is the Board of Directors of ProCare Health Limited
- **CGC** is the **Clinical Governance Committee**, also referred to as ‘the Committee’

3. ROLE OF THE COMMITTEE

The role of CGC is to assist the Board in the clinical governance of ProCare by providing advice when required to:

- The Board;
- The Clinical Directorate;
- PNL;

- ProCare Management

4. MEMBERSHIP

- a. CGC will consist of up to 12 members, appointed by the Board;
- Up to four shall be General Practitioners, or Nurses, working in a ProCare Practice;
 - One shall be a ProCare director and be appointed Chairman.
 - One shall be the Chairman of ProCare Clinical Education Committee

Up to six members will have the following experience or roles:

- A clinician or ProMA committee member nominated by ProMA (ProCare's Maori advisory committee).
- A clinician or ProPA committee member nominated by ProPA (ProCare's Pacific advisory committee).
- Quality management
- Hospital services expertise.
- Public Health
- Epidemiology
- Consumer representative

The following staff of PHL will attend CGC in an ex officio capacity

- Clinical Director

- Nursing Director
 - Quality Manager
 - Clinical Director of ProCare Psychological Services
 - Chief Executive Officer
- b. Any Director of ProCare is entitled to attend any meeting of CGC.
- c. The Board may, at its discretion, choose to appoint any additional individuals to CGC where skills, expertise, knowledge are required;
- d. The Committee member's tenure and conduct will be in accordance with PHL Appointments Policy.

5. DUTIES AND RESPONSIBILITIES

Specifically, the Committee should:

- a. Provide a population health perspective in relation to the clinical performance of ProCare and its provider network;
- b. Recommend clinical goals to PHL and PNL, and oversee performance towards these goals;
- c. Champion a culture of clinical excellence within ProCare, and the wider ProCare provider network;
- d. Recommend evidenced based health care provision;
- e. Endeavour to achieve alignment between clinical governance and ProCare management activities;
- f. provide regulatory oversight of the clinical safety and competence of ProCare's clinical providers;
- g. Recommend clinical policy;
- h. Set and oversee the clinical direction and performance of ProCare and, in conjunction with the Board, ensure that the services delivered by the ProCare provider network are clinically safe, effective, patient centred, equitable and timely;

- i. Develop an annual work plan based on the defined Purpose and Role of CGC as set out in this Charter;
- j. Report to the Board on a regular basis as to progress towards attaining clinical goals as per b) above;
- k. Review clinical performance of providers and advise appropriate actions, via the clinical directorate, for any providers whose performance is concerning. When appropriate, CGC to escalate any performance issues, with recommendations, to the Board.

6. AUTHORITY

- a. CGC does not have the authority to make a decision in the Boards name or on its behalf;
- b. The Board authorises CGC, within its scope of responsibilities, to request any relevant information and advice from ProCare and its employees, subsidiary companies or ProCare providers necessary to fulfil its responsibilities under this Charter;
- c. CGC must adhere to established ProCare policies and procedures.

7. PROCEDURE

- a. The CGC will hold no less than four meetings per annum to review progress towards attaining the goals as described in the annual work plan;
- b. A quorum of no fewer than six members of the CGC is required. If the Chairman is not present, the members will appoint an Acting Chairman for the meeting. No business may be transacted at a meeting if a quorum is not present;
- c. Where ever possible, recommendations of CGC will be made on a consensus basis. Where a consensus cannot be reached, the recommendation and reasons consensus could not be achieved, will be reported to Board;

- d. The Clinical Directorate will provide administration support and distribute an agenda, (agreed with the Chairman) and supporting documentation to all members of the CGC at least five calendar days before the meeting;
- e. Minutes of the meeting will be taken by a nominated individual and circulated to CGC within one week of the meeting;
- f. CGC will ensure that minutes of its meetings are provided to PHL and PNL boards in a timely manner. The Chairman will report back on the key points of discussion, the decisions taken, and the recommendations of the Committee, to the next scheduled meeting of the board.

8. REMUNERATION

- a) Members of the Committee will be paid a meeting rate as determined by the ProCare Meeting Policy;
- b) In recognition of the additional responsibilities and work associated with the role, the Chairman of CGC will receive an additional payment made in honorarium, as determined by the Board;
- c) The Chairman of PHL will meet at least annually with the Chair of CGC to ensure an effective working relationship between CGC and the Board;
- d) The Board, at its sole discretion, may from time to time review the activities and effectiveness of CGC and may, as a result of this review, amend, alter, or rescind any part or whole of the CGC Charter;
- e) This Charter shall be reviewed every two years or at such other time as directed by the ProCare Health Limited Board;
- f) The Committee will perform a self-assessment on an annual basis and report the outcome to the Board via the Chairman of PHL.

Title: CGC Charter	Date Updated: March 2017	Date Approved: April 2017
Approved by ProCare Health Limited Board	Review Date: April 2019	