

Clinical Quality Committee Charter

[Advisory to ProCare Network Limited and ProCare Health (PHO) Limited Boards]

Contents

Purpose of this Charter	1
Definitions	1
Purpose of the committee	2
Principles and Values	2
Membership	3
Authority	4
Procedure	5
Remuneration	6
Compliance monitoring and review	6

1. Purpose of this Charter

- 1.1 The Boards of ProCare Network Limited and ProCare Health (PHO) Limited have established a single sub-committee of Directors and clinicians across the ProCare network and externally known as the Clinical Quality Committee to provide advice to each Company. The objectives, composition, duties and responsibilities of the Committee are set out in this Charter, and are pursuant to the authority contained in the Constitution of both companies.
- 1.2 The Clinical Quality Committee is also available to provide clinical guidance to the Board of Fresh Minds Ltd, Care HQ and any other ProCare subsidiaries or joint ventures.

2. Definitions

- 2.1 ProCare refers to ProCare Network Limited (“Co-op”) and ProCare Health (PHO) Limited (“PHO”) referred to as “the organisation” and any associated companies or subsidiary businesses.

- 2.2 The Boards are the Board of Directors of ProCare Network Limited and ProCare Health (PHO) Limited respectively.
 - 2.3 CQC is the Clinical Quality Committee, also referred to as 'the Committee'.
 - 2.4 CEO refers to the Chief Executive Officer of the ProCare Group.
 - 2.5 Senior Management Team refers to the ProCare Executive Leadership Team who report directly to the CEO, also referred to as "Senior Manager".
-

3. Purpose of the committee

- 3.1 To assist the Boards in their provision of clinical governance of ProCare, supporting the delivery of equitable and evidence-based healthcare to ProCare's patient population.
- 3.2 To uphold the principles of Te Tiriti o Waitangi as they apply to the delivery of healthcare across the ProCare provider network, along with the clinical services of ProCare PHO and any associated companies.
- 3.3 To advise on the clinical direction and recommend clinical goals for the network.
- 3.4 To provide clinical guidance for existing and new clinical services and projects delivered by ProCare PHO, ensuring the clinical component is best practice.
- 3.5 To provide for integration of patient and practice voice into clinical activities.
- 3.6 To govern ProCare's data use and management framework, and review and endorse clinical research proposals.
- 3.7 To guide the Network, along with the clinical services of ProCare PHO and associated companies, to provide best practice healthcare through the maintenance of standards and education. CQC signs off clinical policies and clinical guidelines and ensures relevant legislation is upheld and maintained.
- 3.8 To review and mitigate risks, address complaints and promote a culture of transparency, safety and continuous learning from incidents or adverse events.
- 3.9 To escalate any provider performance issues, with recommendations, to the Boards re whether any practice or practitioner poses sufficient risk to recommend exiting from ProCare membership.

4. Principles and Values

- 4.1 ProCare is committed to the principles of Te Tiriti o Waitangi, and the Pae Ora Act which sets the direction for a health system that is equitable, accessible, cohesive and people centered.

- 4.2 ProCare acknowledges the policies and work of Te Tāhū Hauora (Health Quality Safety Commission) which monitors the quality, safety and equity of the health system and reports on how improvements can be made.
- 4.3 ProCare values underpin all aspects of the work of the committee. The values are:
- a. Kia haerenga tahi: We walk alongside people with empathy respect and kindness;
 - b. Kia whakakōtahi: We collaborate for collective impact through sharing knowledge and expertise, we collectively uplift the wellbeing of many, achieving more together than we could alone;
 - c. He taonga tātou: We believe all people are taonga. We provide wellbeing pathways, enabling your true self to shine;
 - d. Pou whakamanawa: Integrity guides us. We always do what we say – we don't just talk the talk, we walk the walk;
 - e. Kia whakamana te tangata: We courageously embrace meaningful change. We are consistently progressive and innovative. We embrace a learning mindset, always open to new and better ways to doing things. We are passionate advocates of ideas which advance people's health and wellbeing, ensure equity, and we always deliver these with care and excellence.
-

5. Membership

- 5.1 Members of the Committee will be appointed by the Boards, upon recommendation from CQC and endorsement from the Remuneration and Governance Committee (RAGC), and will consist of the following:
- a. A GP Director of the Co-op;
 - b. A GP Director of the PHO;
 - c. Up to four General Practitioners from ProCare (preferably one per district (North, West, Central, South));
 - d. Up to three nurses currently working as a registered nurse or nurse practitioner in a ProCare Practice (preferably one per district);
 - e. One representative of ProPA (the PHO's Pacific Advisory Committee);
 - f. Two external members taking into account the following roles when selecting these:
 - Public Health Physician, epidemiology and population health expertise
 - Senior Medical Officer with a role that interfaces with primary care e.g. FACEM or other physician;

- g. In June 2024, CQC recommended to the Boards that a group for Whānau Voice is established for ProCare and representation from that group be a part of CQC. This matter is yet to be actioned;
 - h. The following will attend the meeting in an ex-officio capacity: Clinical Director, Nursing Director (or nominee), Quality Manager, Clinical Services Manager of ProCare Fresh Minds, and a manager/representative of the Practice Services Squads (alternating each meeting). Associate Clinical Directors and Associate Nursing Director to attend as appropriate.
- 5.2 Appointment of Chair: The respective Boards will appoint the Chair of CQC upon recommendation from CQC and endorsement from RAGC.
- 5.3 Upon agreement the Boards may, at their discretion, choose to appoint any additional individuals to CQC where particular skills, expertise, knowledge or resources are required;
- 5.4 Expressions of interest will be sought from the network for GP and Nurse Member roles.
- 5.5 The Committee member's tenure and conduct will be in accordance with the ProCare Board Governance Policy. Appointed members of CQC will be appointed for a period of three years. At the end of their term, they may be reappointed by the Boards, following a recommendation from the CQC Chair and endorsement by RAGC.
- 5.6 Membership Mix: Consideration should be given when appointing new members to the existing membership in order to achieve a good mix and desired competencies/skills within the Committee. E.g. the four network GPs may not all need appointing if the GP Director from the Boards and/or ProPA representative can also function to represent a GP within the relevant locality. Diversity is to be encouraged in terms of gender, ethnicity and geographic distribution when making appointments to the Committee.
- 5.7 The Boards upon agreement may at any time, at their joint discretion, require the resignation of any member(s) of CQC;
- 5.8 Members are required to act in the best interests of ProCare and not undertake any action considered prejudicial to the reputation or effective working of the Committee or ProCare.
-

6. Authority

- 6.1 CQC is not a decision-making body, except in relation to ProCare's data use and management framework. The Committee does not have the power or authority to make a decision in the Boards' name or on their behalf; but does have authority to make decisions regarding use of data.
- 6.2 The Boards authorise the Committee, 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.
- 6.3 CQC will adhere to established ProCare policies and procedures, including but not limited to, ProCare's Media Policy.

- 6.4 CQC can require attendance of ProCare Officers at meetings as appropriate.
-

7. Procedure

- 7.1 The Committee will hold no less than four meetings per annum but generally will meet monthly (to a maximum of ten times per year) to review progress towards attaining the goals described in the annual work plan.
- 7.2 A quorum of no fewer than six members of CQC is required. No business may be transacted at a meeting if a quorum is not present.
- 7.3 If the Chair is not present, the members will appoint an Acting Chair for the meeting.
- 7.4 Wherever possible, recommendations of CQC 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 the Boards.
- 7.5 Where there is a conflict of interest, the Committee member must declare their interests and may be required to stand down from voting. The Committee has the right to waive any conflicts; the Chair must articulate the decision of the Committee at the meeting by acknowledging the conflict, provide consent for the member to participate and ensure the acknowledgment and consent is recorded appropriately in the minutes.
- 7.6 Any Director of ProCare (Co-op or PHO) is entitled to attend any meeting of CQC.
- 7.7 The Clinical Directorate of ProCare will provide administration support and distribute an agenda, (agreed with the Chair) and supporting documentation to all members of the CQC at least five working days before the meeting.
- 7.8 Adequate minutes of the meeting will be taken by a nominated individual. Following each CQC meeting, Management will finalise the draft minutes, which will then be included in the subsequent CQC meeting pack on Diligent. These minutes will be formally reviewed and approved as a true and correct record at the subsequent CQC meeting.
- 7.9 CQC will ensure that minutes of its meetings are provided to the respective Boards in a timely manner prior to the Boards' next meeting following the CQC minutes being approved by the Committee.
- 7.10 Any matters requiring Co-op or PHO Board approval or attention will be referred to the relevant Board via a formal board paper.
-

8. Remuneration

- 8.1 Members of the Committee will be paid a meeting rate as determined by the ProCare Board Governance Policy; and meeting rates will be determined by the Boards and reviewed every three years.

- 8.2 In recognition of the additional responsibilities and work associated with the role, the Chair of CQC will receive an additional payment made in honorarium, as determined by the Boards.
- 8.3 Contractors of ProCare will be paid at an hourly rate equivalent to their remuneration.

9. Compliance Monitoring and Review

- 9.1 The CEO and Chair of the Boards will meet jointly at least annually with the Chair of CQC to ensure an effective working relationship between ProCare, the Boards and CQC.
- 9.2 All CQC members shall participate in an annual performance review of the Committee, to be conducted through a self-assessment survey in a format approved by the Co-op Board.
- 9.3 The Boards, at their joint discretion, may from time to time review the activities and effectiveness of CQC and may, as a result of this review, amend, alter, or rescind any part or whole of the CQC Charter.
- 9.4 This Charter shall be reviewed by ProCare Management in conjunction with CQC every two years or sooner if amendments, are required. Any recommended changes will be submitted to RAGC for endorsement and subsequently to the Boards for approval.

Title: Clinical Quality Committee Charter	Author: CQC Chair and Rose Chandra, Legal
Approved Respectively By: Remuneration & Governance Committee ProCare Network Limited (Co-op) Board ProCare Health (PHO) Limited Board	Date Approved: November 2025 December 2025 February 2026
Review Date: RAGC Endorsement Due: November 2027, followed by Co-op and PHO Boards approval. Commencement Date: 1 July 2019	
The Remuneration and Governance Committee and the Boards shall respectively review and approve this Board Charter every two years.	