

# CLINICAL AND HEALTH & SAFETY COMMITTEE CHARTER

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## Introduction

1. The Board of Directors ("**Board**") of Oceania Healthcare Limited ("**Oceania Healthcare**") has ultimate responsibility for the safety of staff, contractors, suppliers and residents occupying Oceania Healthcare's facilities, and visitors to Oceania Healthcare's facilities. The Board also has ultimate accountability to shareholders and the balance of the stakeholder community for the preservation of the reputation and good standing of Oceania Healthcare.
2. Board Committees are established to perform particular work on an ongoing basis. Within that mandate, the purpose of the Clinical and Health & Safety Committee ("**Committee**") is to provide a specific governance focus on strategic and operational clinical and health & safety risks (arising from Oceania Healthcare's business activities) and any other matters that may affect Oceania Healthcare's reputation outside of those financial risks that are specifically addressed within the Audit Committee.

## Membership and Meetings

3. The Committee is a committee of the Board and is deemed to have an ongoing role and purpose in support of the Board's governance of Oceania Healthcare. As such it can only be disestablished through a resolution of the full Board. The committee will consist of at least two directors and the Board shall appoint the Chairperson of the Committee. The Chairperson of the Committee shall not be the Chairperson of the Board. All other directors have standing invitations to attend meetings of the Committee.
4. The Chief Executive Officer ("**CEO**"), the General Manager Nursing & Clinical Strategy, the National Health & Safety Manager and the General Counsel & Company Secretary have standing invitations to attend all committee meetings. The Committee may have in attendance such other members of management as it considers necessary to provide appropriate information and explanations.
5. The General Counsel & Company Secretary, or any other Oceania Healthcare employee as may be nominated by the CEO and approved by the Chairperson of the Committee, shall act as Secretary to the Committee. The Secretary to the Committee will prepare the agenda in consultation with the Chairperson and circulate draft minutes within five working days of the meeting. Committee papers will be available to members electronically no less than four working days before the meeting. Minutes of Committee meetings will be included in the following Board meeting's papers.
6. The quorum for the Committee shall be two Directors and no business may be transacted at a meeting of the Committee unless a quorum is present. Meetings can be held through video or telephone conferencing.
7. The Committee shall meet as required, with meetings normally three times per year, at a place and time as determined by the Committee. The Committee may also meet for extraordinary business from time to time if required.



8. Oceania Healthcare shall identify the members of the Committee each year in its annual report.

### **Authority**

9. The Committee does not take actions nor make decisions on behalf of the Board unless specifically mandated. It is confined to investigating any activity within this Charter and to seek any information it requires from management. After each meeting, the Chairperson will report the Committee's recommendations and findings to the Board.
10. From time to time the Committee may require external specialist advice. It is authorised to engage suitable consultants and subject matter experts to provide objective and neutral advice after consultation with the Board Chair. Decisions to do this and the supporting rationale will be captured in minutes.

### **Responsibilities (Clinical)**

#### **Objective - Improve the quality of care of all our residents**

11. The Committee's responsibilities and scope of activities with regards clinical governance shall include to:
  - (a) monitor compliance with statutory responsibilities relating to clinical matters;
  - (b) review significant changes to clinical policies;
  - (c) review internal and external clinical audit findings;
  - (d) review the appointment of external clinical auditors;
  - (e) review the systems of clinical governance, monitoring that they operate effectively and that appropriate action is taken to address areas of concern;
  - (f) ensure appropriate clinical information systems and external controls are in place;
  - (g) review significant complaints (including those that have been referred, or are likely to be referred, to the Health and Disability Commissioner), incidents, inquests, inquiries and investigations relating to care of residents;
  - (h) review the clinical aspects of Oceania Healthcare's risk register and report any findings or recommendations to the Board;
  - (i) review changes in clinical practice in aged care;
  - (j) examine any other matters that it deems necessary.

### **Responsibilities (Health & Safety)**

#### **Objective – Assist the Board in meeting its responsibilities under the Health and Safety at Work Act 2015.**

12. The Committee's responsibilities and scope of activities with regards health and safety governance shall include to:



- (a) ensure that health and safety has appropriate focus within Oceania Healthcare, by regularly engaging in assurance processes around risk assessment and mitigation, safety systems, staff capability, staff competency, safety leadership and business safety culture;
  - (b) ensure Oceania meets and can demonstrate compliance with the requirements of New Zealand's Health & Safety legislation;
  - (c) review Oceania Healthcare's health and safety systems, including risk mitigation and/or safety and security plans like emergency response and crisis management;
  - (d) review periodically performance and testing against that system;
  - (e) ensure sufficient resources are available for the development, implementation and maintenance of health and safety systems;
  - (f) review any significant accident investigation reports and the implementation of the findings (including ensuring that the Committee has sufficient knowledge to have meaningful input);
  - (g) ensure appropriate resources, policies and processes are in place to manage communications to key stakeholder groups and that relevant material issues have been addressed by management and that messages and action plans are developed;
  - (h) ensure that principal external communication themes are appropriate and consistent with Oceania Healthcare's values, brand and goals;
  - (i) when required ensure the full capability of the Board and shareholders are mobilised to further the interests of Oceania Healthcare;
  - (j) provide support and advice to management when required during any material adverse event;
  - (k) ensure that all matters that come to the Committee's attention are resolved to its satisfaction;
  - (l) report health and safety activities as appropriate;
  - (m) examine any other health and safety matters that Oceania Healthcare might have; and
  - (n) examine any other matters that it deems necessary.
13. The CEO, General Manager Nursing & Clinical Strategy and National Health & Safety Manager shall be responsible for drawing to the Committee's immediate attention any of the events referred to in the Delegated Authority policy.

### **Confidentiality**

14. Each member is to keep confidential all information and matters brought before, or dealt with by, the Committee.



15. No Committee member may make any public disclosure or announcement regarding any information or matter brought before, or dealt with by, the Committee, except with the prior approval of the Chairperson of the Board.

**Review**

16. This Charter was reviewed by the Board in December 2020 and will be reviewed annually.

