

Clinical Quality Committee Charter

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

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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 medical staff within the ProCare network 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 and any other ProCare subsidiaries or joint ventures.
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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 ProCare Network Limited (Co-op).
- 2.5 **Senior Management Team** refers to the ProCare Executive Leadership Team who report directly to the CEO of ProCare, also referred to as “Senior Manager”.
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3. Objectives of the Committee

- 3.1 CQC will assist the Boards in the clinical governance of ProCare and in achieving health outcomes and equity by providing advice when required, to:
- a. The Boards and any associated entities;
 - b. The Clinical Directorate; and
 - c. Management.
- 3.2 Role of CQC is to:
- a. Promote a culture of equitable high quality clinical practice within ProCare and its practice network;
 - b. Provide advice to the Management and Clinical Directorate of ProCare to operationalise ProCare’s Strategy and annual work plan;
 - c. Advise any specific issues and risks pertaining to the implementation and performance of ProCare from a clinical perspective;
 - d. Provide advice and oversee ProCare’s education programme, including development of resources to facilitate the professional development of practitioners and to enable providers to:
 - i. Deliver on ProCare’s strategic objectives;
 - ii. Maximise their utilisation of clinical program; and
 - iii. Achieve qualifying credits towards maintenance of their vocational qualifications;
 - e. Provide advice on relevant workforce development from a clinical perspective;
 - f. Govern ProCare’s Data Use and Management Framework and provide support to the Privacy Officer in ensuring safe use and management of data within ProCare. This includes making decisions regarding requests for use of the data and any publication of data under ProCare’s Data Use and Management Framework;
 - g. Consider and advise on relevant research proposals or requests received by each Company or the Companies jointly (as per the Research Study Approval algorithm);
 - h. Consider and advise on membership of the PHO: entry and exit.
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4. Membership

- 4.1 Membership of CQC will consist of the following:
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- a. A GP Director of the Co-op;
- b. A GP Director of the PHO;
- c. Up to four General Practitioners who are contracted to 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 DHB);
- e. One representative of ProMA (the PHO's Maori Advisory Committee);
- f. One representative of ProPA (the PHO's Pacific Advisory Committee);
- g. Two external members taking into account the following roles when selecting these:
 - i. Public Health Physician, epidemiology and population health expertise;
 - ii. Senior Medical Officer with a role that interfaces with primary care e.g. FACEM or other physician;
- h. The following will attend the meeting in an ex-officio capacity: Clinical Director, Nursing Director (or nominee), Quality Manager, CEO, Clinical Services Manager of ProCare Fresh Minds, and a representative of the General Manager Practice Services of the PHO. Associate Clinical Directors and Associate Nursing Director to attend as appropriate.

4.2 Appointment of Chair: The respective Boards will appoint the Chair of CQC upon recommendation from RAGC (ProCare's Remuneration and Governance Committee).

4.3 Membership Mix:

- a. Consideration should be given when appointing new members to the existing membership in order to achieve a good mix and desired competencies within the Committee. E.g. the four network GPs may not all need appointing if the GP Director from the Boards and/or ProMA/ProPA representatives can also function to represent a GP within the relevant locality. Diversity is to be encouraged in terms of sex, ethnicity and geographic distribution when making appointments to the Committee;
- b. 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;
- c. 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. Where possible a third of membership will come up for review annually. For GP and Nurse Members there will be a process to request interest from the network and the RAGC in consultation with CQC will make a recommendation to the Boards for appointment. Other members are appointed/re-appointed by the Boards upon recommendation of RAGC;
- d. The Boards upon agreement may at any time, at their joint discretion, require the resignation of any member(s) of CQC;
- e. 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.

5. Duties and Responsibilities

5.1 Specifically, the Committee should:

- a. Provide a population health perspective in relation to the clinical performance of ProCare and its provider network;
- b. Provide an equity perspective in relation to the clinical performance of ProCare and its provider network ;
- c. Recommend clinical goals to ProCare, and oversee performance towards these goals;
- d. Champion a culture of clinical excellence within ProCare, and the wider ProCare provider network;
- e. Recommend evidenced based health care provision;
- f. Align clinical governance and ProCare Management activities;
- g. Provide support and oversight to the Clinical Directorate to ensure that ProCare’s clinical providers are adhering to best practice; including cultural safety;
- h. Recommend clinical policy;
- i. Set and oversee the clinical direction and performance of ProCare and, in conjunction with the Boards, ensure that the services delivered by the ProCare provider network are clinically safe, effective, patient centred, equitable and timely;
- j. Develop an annual work plan based on the defined Purpose and Role of CQC as set out in this Charter;
- k. Report to the Boards on a regular basis as to progress towards attaining clinical goals as per ii. above;
- l. Review concerns raised by the Clinical Directorate regarding any providers whose performance is concerning. When appropriate, CQC to escalate any performance issues, with recommendations, to the Boards including whether any individual practice or practitioner poses sufficient risk to recommend they are exited from membership of ProCare;
- m. Advise on professional development and education requirements of general practice staff;
- n. Review clinical risks for ProCare and advise the Boards accordingly including any recommended disciplinary action. Clinical risks to be considered under this section include but are not limited to service delivery risk e.g. fraud, non-compliance (Foundation Standards), and reputational risks;
- o. From time to time, the Committee will review specific other matters, as directed by the Boards, such as: budget, alignment to strategy and any other matters deemed appropriate by the Boards and Management.

6. Authority

- 6.1 CQC is not a decision making body. 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 Require attendance of ProCare Officers at meetings as appropriate.
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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 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;
 - a. The agenda will be split into sections relevant to each Company where applicable i.e. 1 - Co-op items, 2 - PHO items and 3 - Joint items.
- 7.6 Any Director of ProCare is entitled to attend any meeting of CQC during their specific Boards allocated agenda time slot, and may attend the joint section of the meeting also.
- 7.7 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.
- 7.8 Adequate minutes of the meeting will be taken by a nominated individual and after approval by the

Chair will be circulated to CQC within one week of the meeting; the minutes must follow the following format:

- a. Split into three sections i.e. 1 - Co-op items, 2 - PHO items and 3 - Joint items;
- b. Clearly state which Board is authorised and required to approve each item endorsed by the Committee.

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 Committee meeting;

- a. The Chair 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 Boards.

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 two years.

8.2 In recognition of the additional responsibilities and work associated with the role, the Chairman of CQC will receive an additional payment made in honorarium, as determined by the Boards.

8.3 Employees of ProCare will be entitled to claim time in lieu or standard meeting allowance payments as per the agreed ProCare Meeting Allowance Policy.

8.4 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 CQC will self-assess the performance of the Committee on an annual basis and the Chair of CQC will report the results of the assessment to the Boards via the Chairman of each Board jointly or separately, as agreed by the Chair of each Board (the Chair of each Board will report the results to their respective Board at their next meeting).

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, and if required, make recommendations on any changes to the Boards.

Title: Clinical Quality Committee Charter	Author: Tony Wai, CFO & GM of Corporate Services
Approved Respectively By: ProCare Network Limited (Co-op) Board ProCare Health (PHO) Limited Board	Date Approved: 2 July 2019 2 August 2019
Commencement Date: 1 July 2019 Date Previously Approved: June 2018 Review Date: 30 June 2021 - The Boards shall respectively review and approve this Committee Charter annually.	