

Clinical and Risk Management Committee

Terms of Reference

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least three board members in addition to executive team members.
- 1.2. The Chairperson of the committee is normally chaired by a board member and will be appointed by the Board.
- 1.3. The term of office of each member shall be for a maximum period of three years and may be renewed at the discretion of the Board for no more than 2 more terms.

2. Secretary

- 2.1. The Company Secretary or their nominee shall act as Secretary to the Committee.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 3.2. Attendance at a meeting may include attendance via teleconferencing facilities

4. Notice of Meetings

- 4.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.
- 4.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, no later than 3 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate at the same time

5. Frequency of meetings

- 5.1. The Committee shall meet at least twice in each year and otherwise as required.

6. Minutes of meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2. The Secretary shall endeavour to ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board

7. Duties

- 7.1. The principal duty of the committee is to assist the Board in fulfilling its obligations with regard to assessing, reviewing and monitoring the risks inherent in the business and the control processes for managing such risks including;
 - 7.1.1. Identification of the major risks to which the cooperative is exposed to and Implementation action and controls to mitigate against such risks.
 - 7.1.2. Monitoring and reporting of significant risks within the cooperative.
 - 7.1.3. Review arrangements in place by which employees may, in confidence, raise concerns and receive reports, on a timely basis, of concerns raised under the Policy on Good Faith Reporting, or Procedures on Protected Disclosures of Information
 - 7.1.4. A combination of 'top down' and 'bottom up' risk assessment and management process; As part of the "bottom up" risk assessment, workshops will be held where viewpoints of members can be gathered.
 - 7.1.5. Review, at least annually, and if necessary propose changes to the cooperatives risk register and business continuity program.
- 7.2. The committee will provide oversight of the Clinical Risk across the cooperative, including;
 - 7.2.1. Recommend to the Board a quality and safety programme on clinical standards of all policies and systems throughout the cooperative
 - 7.2.2. Oversee the system through which all members and staff of the cooperative are accountable for the quality, safety and experience of people in the care they deliver including the monitoring of quality and outcome indicators
 - 7.2.3. Secure assurance from the Executive Management Team on the implementation of the quality and safety programme and the application of appropriate governance structure and processes (e.g. risk escalation) including monitored outcomes through quality indicators and outcome measures
 - 7.2.4. Act as advocates at Board level for quality and safety issues which cannot be resolved by the Executive Management Team.

8. Authority

- 8.1.1. The Committee is authorised by the Board to seek any information it requires from any employee of the Cooperative in order to perform its duties.
- 8.1.2. In connection with its duties the Committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice on any matters within its terms of reference.

9. Reporting Responsibilities

- 9.1.1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.1.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.1.3. The Committee shall make a statement in the Company's Annual Report about its activities,