SPIRE HEALTHCARE GROUP PLC (THE *COMPANY*)

CLINICAL GOVERNANCE AND SAFETY COMMITTEE[1]
TERMS OF REFERENCE
adopted by the Board on 3 July 2014
(amended 13 November 2014 and 15 December 2016)

1. CONSTITUTION

1.1 The board of directors of the Company (the ***Board***) has resolved to establish a Clinical Governance and Safety Committee (the ***Committee***). These terms of reference replace any previous terms of reference for any Clinical Governance and Safety Committee of the Board.

2. MEMBERSHIP

2.1 The Committee shall comprise at least two members, at least one of whom shall be an independent non-executive director. Members shall be appointed by the Board.

2.2 Only members of the Committee have the right to attend its meetings however other individuals may be invited to attend all or part of the Committee's meetings as and when deemed appropriate and necessary by the Committee. The Committee will liaise with the Chief Executive Officer, the Chief Operating Officer, the Group Medical Director, the Operations Directors, Group Human Resources Director, the General Counsel and Group Company Secretary, the Chief Nursing Officer, the Group Head of Risk, the Chief Information Officer and the Director of Engineering and Facilities, as well as any other person the Committee deems appropriate.

2.3 The Board shall appoint the Committee Chair (the ***Chair***) who shall be an independent non-executive director. In the absence of the Chair, the remaining members present shall elect one of their number to chair the meeting.

2.4 Appointments to the Committee are for a period of up to three years, extendable for two further three-year periods.

3. SECRETARY

3.1 The Group Company Secretary or his nominee shall act as the secretary of the Committee.

4. QUORUM

4.1 The quorum necessary for the transaction of business shall be two members. Where a quorum is present at a meeting it will be competent to exercise all of the authority and powers vested in the Committee.

5. MEETING ADMINISTRATION

5.1 The Committee shall meet at least six times a year at appropriate times in the reporting and audit cycle and otherwise as it deems necessary, at such times and places determined by the Chair. Where possible a sufficient interval should be allowed between

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[1] Formerly the Clinical Governance & Risk Committee

Committee meetings and main Board meetings to allow any work arising from the Committee meeting to be carried out and reported to the Board as appropriate.

5.2 The Committee may hold meetings by telephone or using any other method of electronic communication, and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Chair.

5.3 Unless otherwise agreed by all Committee members, notice of meetings shall be issued by the secretary confirming date, time and venue which, together with an agenda and supporting papers shall be forwarded to the members at least three working days before the date of the meeting.

5.4 The attendance of members, proceedings and decisions of all meetings of the Committee shall be minuted.

6. REPORTING RESPONSIBILITIES

6.1 The Chair shall formally report to the Board on its proceedings and present Committee minutes at Board meetings.

6.2 The Committee shall make any recommendations to the Board that it deems appropriate on any area within its remit.

6.3 The Committee shall formally report to the Audit and Risk Committee on matters of internal control and risk management and any significant risk considerations within its remit which it has identified.

6.4 The Chair shall liaise with the chair of the Audit and Risk Committee and provide relevant non-financial risk and audit data that the Audit and Risk Committee may require to allow that committee to exercise its own responsibilities.

7. AUTHORITY

7.1 The Board authorises the Committee:

(a) to obtain information from any employee or contractor of the Company or its subsidiaries (together, the ***Group***) in order to carry out its duties;

(b) to obtain at the Company's expense any professional advice on any matter within these terms of reference; and

(c) to publish in the Company's annual report details of any unresolved issues that cannot be resolved with the Board.

8. THE COMMITTEE'S DUTIES

8.1 The Committee shall, on behalf of the Board promote a culture of high quality and safe patient care and experience, which recognises the importance of health and safety and risk management.

8.2 The Committee shall monitor the Group's non-financial risks in relation to patient safety and clinical quality and their associated processes, policies and controls, listed in paragraph 8.3 (keeping under review the delivery of safe, high quality clinical services to patients).

8.3 The Committee shall in particular:

(a) *Clinical and regulatory risks*

(i) review the Group's clinical performance, including against KPIs, providing recommendations and information to the Board to enable it to discharge its responsibilities in relation to the matters reserved to it;

(ii) scrutinise the adequacy, effectiveness and quality of the Company's clinical services, governance, audit and risk management processes and policies (including in relation to infection control) to ensure the delivery of safe, high quality clinical services to patients;

(iii) scrutinise the summary SAE reports and the quarterly and annual clinical quality reports prepared by the Group Medical Director, to identify themes and trends and to ensure an appropriate management response and to provide a comprehensive six monthly summary to the Board;

(iv) scrutinise all unexpected deaths occurring in hospital sites, ensuring root causes and action plans are adequate, and reporting these to the Board;

(v) review evidence of compliance with statutory notification requirements, as well as responses to statutory notices issued by CQC/Monitor, and reporting these to the Board;

(vi) review evidence of compliance with regulation and best practice and Spire's policies and procedures in respect of clinical care and quality, including the statutory duty of candour, where triggered, and reporting this to the Board;

(vii) review themes and trends in relation to claims and complaints, and patient experience and feedback, in each case relating to the Group's clinical practices;

(viii) review the Group's compliance with its obligations under the Responsible Officer Regulations;

(ix) review the Group's information governance policy and processes and any breaches thereof, in relation to Patient Identifiable Data;

(x) review the themes, trends and management response to external healthcare regulatory visits and inspections and to the Group's relationship with healthcare regulators generally;

(xi) review the Company's central whistleblowing register with respect to allegations relating to patient safety and clinical quality, to consider themes, trends and management response to whistleblowing concerns in line with the Company's focused listening culture; and

(xii) scrutinise data published by the Private Health Information Network (PHIN) on the Group's clinical activity.

(b) *Health and safety*

(i) review the Group's health and safety performance in relation to patient health and safety;

(ii) scrutinise the adequacy, effectiveness and quality of the Company's health and safety policy and procedures to ensure safe environment for patients at the Group's facilities; and

(iii) scrutinise the health and safety reports prepared by management, to identify themes and trends and to ensure an appropriate management response in relation to patient health and safety;

(c) *Facilities and plant*

(i) review the engineering risk management register; and

(ii) review the Group's engineering, facilities and plant risk management arrangements, policies and performance,

when either relates to patient safety and clinical quality.

9. REVIEW

The Committee must review its own performance, composition and terms of reference at least once a year and recommend to the Board any changes it considers necessary or desirable.