

SPIRE HEALTHCARE GROUP PLC (THE COMPANY OR SPIRE)

CLINICAL GOVERNANCE AND SAFETY COMMITTEE

TERMS OF REFERENCE

Adopted by the Board of Directors on 4 March 2020

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 this Committee.

2. Membership

2.1 The Committee shall comprise at least two members, each an independent non-executive director. Other members may be independent non-executive directors, non-independent non-executive directors or executive directors. The members shall be appointed by the Board.

2.2 Only members of the Committee have the right to attend its meetings, but other individuals may be invited to attend all or part of the Committee's meetings as required by the members. The Committee will liaise with the executive directors as required, and in particular with the Group Clinical Director and the Group Medical Director.

2.3 The Board shall appoint the Committee Chair (the *Chair*) from one of the members.

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

3. Secretary

3.1 The Group Company Secretary or their nominee shall act as the secretary to the Committee.

4. Quorum

4.1 The quorum necessary for the transaction of business shall be two members. Where the quorum is present it will be capable of exercising the full authority vested in the Committee.

5. Meeting administration

5.1 The Committee shall meet at least quarterly, at appropriate points in the annual cycle of Board and Committee business, and otherwise as deemed necessary by the Chair.

5.2 The Committee may hold meetings by telephone or any other method of digital or electronic communication and may take decisions without meeting by unanimous written consent of the members.

5.3 Unless otherwise agreed by all members, notice of meetings should be issued by the secretary, and supporting papers shall be provided at least five working days before each Committee meeting.

5.4 All meetings shall be minuted.

6. Reporting responsibilities

- 6.1 The Chair shall formally report to the Board on the work of the Committee, and present minutes of its meetings.
- 6.2 The Committee will make recommendations to the Board in line with its duties as set out in section 8 below.
- 6.3 The Chair will report to the Chair of the Audit and Risk Committee on matters of internal control and risk management, providing any data upon request, and highlighting any significant risks within its remit.

7. Authority

- 7.1 The Board authorises the Committee to:

- 7.1.1 obtain information from any employee or contractor of the Company or its subsidiaries (together, the **Group**) in order to carry out its duties;
- 7.1.2 obtain at the Company's expense any professional advice on any matter within these terms of reference, after first communicating with the Secretary; and
- 7.1.3 publish in the Company's annual report details of any issues that are unresolved with the Board.

8. Committee duties

- 8.1 The Committee will promote and oversee a culture of high quality, safe, patient care and experience. This should include visits to Spire sites as required.
- 8.2 Spire's Clinical Strategy sets out our objectives to enhance and improve the quality, safety, and scope of our clinical services, taking account of learning, developments and broader innovation in healthcare. The Committee will make proposals for Spire's Clinical Strategy, taking account of learning, emerging themes and developments in healthcare, to be considered by the Board. The Committee will oversee and monitor the delivery of Spire's Clinical Strategy.
- 8.3 The Committee shall review clinical performance to include:
 - 8.3.1 receiving relevant clinical information to monitor trends and significant aspects of Spire's performance, using soft and hard intelligence data from its sites, and to provide briefings to the Board;
 - 8.3.2 receiving and analyse the results of clinical audit and effectiveness reviews;
 - 8.3.3 directing reviews of specific areas of clinical practice as part of an annual internal audit plan;
 - 8.3.4 receiving information on Medical Governance, in order to maintain an overview of the Consultant Body's work under practising privileges, its performance and the quality of medical care being provided to Spire's patients; and
 - 8.3.5 receiving legal trends reports on cases relating to clinical care.
- 8.4 Assess and monitor clinical risk to include:
 - 8.4.1 maintaining a risk register of clinical governance risks;
 - 8.4.2 advising the Executive team on clinical risk monitoring;
 - 8.4.3 advising the Board on clinical risk;
 - 8.4.4 making recommendations to the Board on setting Spire's risk appetite for clinical governance; and

- 8.4.5 maintaining a record of the clinical impacts of financial decisions.
- 8.5 Review all relevant systems of feedback and learning to be able to form a comprehensive picture of Spire's clinical quality, together with clinical improvements and innovations.
- 8.6 Monitor Spire's regulatory performance to include:
 - 8.6.1 receiving reports of regulatory inspections;
 - 8.6.2 monitoring compliance with statutory notifications; and
 - 8.6.3 monitoring information governance in relation to clinical care, to include notification of patient data breaches and duty of candour reports.
- 8.7 Oversee the company's relationships with other healthcare providers, in particular the NHS to include:
 - 8.7.1 receiving and providing information on strategic changes and plans;
 - 8.7.2 monitoring the quality of Spire's local relationships with NHS units; and
 - 8.7.3 monitoring the exchange of data with external authorities over patient safety issues, performance and assessment of clinical and medical staff working in other organisations.
- 8.8 Review Spire's health and safety performance (including in relation to facilities and plant) in relation to patient safety and clinical quality, to include:
 - 8.8.1 monitoring the adequacy, effectiveness and quality of Spire's health and safety policy and procedures to ensure a safe environment for patients at the Group's facilities; and
 - 8.8.2 receiving the health and safety reports to identify themes and trends and to ensure an appropriate management response in relation to patient health and safety.
- 8.9 Approve relevant clinical policies on behalf of the Board, as recommended by the Spire Safety, Quality and Risk Committee.

9. Review

- 9.1 The Committee should review its own performance, composition and terms of reference annually, and recommend to the Board any changes it considers necessary for the effective conduct of its responsibilities.