



GEORGIA HEALTHCARE GROUP PLC

CLINICAL QUALITY AND SAFETY COMMITTEE TERMS OF REFERENCE

These terms of reference identify and formalise the roles, tasks and responsibilities of the Clinical Quality and Safety Committee of the company (the "**Committee**") and the authority delegated to the Committee by the board of directors of the company (the "**Board**") to monitor the company's clinical quality, internal control and assurance frameworks. References to the "**Group**" shall mean the Company and its subsidiaries.

1. MEMBERSHIP

- 1.1 The Committee shall comprise of no less than 4 (four) members, at least 2 (two) of whom shall be an independent¹ non-executive director.
- 1.2 Only members of the Committee have the right to attend Committee meetings however other individuals may be invited to attend all or part of the Committee meetings as and when deemed appropriate and necessary by the Committee. The Committee will liaise with the Chief Executive, the Chief Operating Officer, the Clinical Director, the Group Operations and HR Director, the Chief Nurse, the Head of Information Governance, the Chief Engineer, Facilities manager, other directors, other senior management representatives as well as any other person the Committee deems appropriate.
- 1.3 The Board shall appoint the Chair of the Committee 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.
- 1.4 Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the Committee.
- 1.5 If a regular member is unable to act due to absence, illness or any other cause, the member or, failing him the Chair of the Committee may appoint another independent non-executive director of the company to serve as an alternate member.

2. SECRETARY

- 2.1 The Group Company Secretary or his or her nominee shall act as the secretary of the Committee.

3. QUORUM AND DECISION MAKING

- 3.1 The quorum necessary for the transaction of business shall be 3 (three) 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. In the event of an equality of votes, the Committee Chair shall have a casting vote.
- 3.2 A resolution in writing executed by all members of a committee of the board for the time being entitled to receive notice of a committee meeting and not being less than a quorum is as valid and effective for all purposes as a resolution passed at a meeting of the committee. The

¹ For the test of "independence" please see provision 10 of the UK Corporate Governance Code for further details.



resolution in writing may consist of several documents in the same form, including by electronic correspondence (email), each executed in counterpart by one or more of the directors or members of the relevant committee.

4. FREQUENCY OF MEETINGS

- 4.1 The Committee shall meet not less than four times a year at appropriate times in the reporting and audit cycle and at such other times as the Board, or the Chair of the Committee shall require.

5. NOTICE OF MEETINGS

- 5.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the Chair of the Committee or by any other Committee member.
- 5.2 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 and, any other person required to attend not less than five working days prior to the date of the meeting. Supporting papers shall be sent to members of the Committee, and to other attendees as appropriate, at the same time.

6. MINUTES OF MEETINGS

- 6.1 The secretary shall prepare minutes of the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.
- 6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Unless a conflict of interest exists, all other members of the Board may request copies of minutes of Committee meetings from the Committee Chair or the Group Company Secretary.
- 6.3 At the beginning of any meeting, each director should declare to the Group Company Secretary the existence of any conflict of interest affecting him in respect of any matter to be discussed and should absent himself from any discussion of any such matter.
- 6.4 Final signed copies of the minutes of the meetings of the Committee should be maintained for the company's records.

7. ANNUAL GENERAL MEETING

- 7.1 The Chair of the Committee should attend the annual general meeting of the company and should be prepared to respond to any questions from shareholders concerning the Committee's activities.

8. 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 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 them 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) monitor unexpected deaths occurring in hospital sites, ensuring root causes and action plans are adequate, and report these to the Board;
- (iv) review evidence of compliance with statutory notification requirements, as well as responses to statutory notices issued by competent authorities, and report these to the Board;
- (v) review evidence of compliance with regulation and best practice and Company's policies and procedures in respect of clinical care and quality, where triggered, and report this to the Board;
- (vi) review themes and trends in relation to claims and complaints, and patient experience and feedback, relating to the Group's clinical practices;
- (vii) review the Group's information governance policy and processes and any breaches thereof particularly in relation to Patient Identifiable Data;
- (viii) review the themes, trends and management response to external regulatory visits and inspections and to the Group's relationship with the regulators generally; and
- (ix) review the company's risk management and internal control procedures annually.

(b) HEALTH AND SAFETY

- (i) review the Group's health and safety performance;
- (ii) scrutinise the adequacy, effectiveness and quality of the Company's health and safety policy and procedures to ensure safe environment for those at the Group's facilities (including staff, consultants, patients and visitors); and
- (iii) scrutinise the health and safety reports prepared by management, to identify themes and trends and to ensure an appropriate management response.

8.4 The Committee shall carry out the duties in paragraphs 8.1, 8.2 and 8.3 above for Georgia Healthcare Group PLC, major subsidiary undertakings and the group as a whole, as appropriate.

9. REPORTING RESPONSIBILITIES

9.1 The Chair of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. This includes matters arising which may affect other Committees or matters arising which may affect or should effect operational improvement, evaluation and/or the development plan, of the Group.



- 9.3 The Committee shall produce a report, which after the approval of the Board, shall be included in the company's annual report, about its activities and the process used to make appointments and shall explain if external advice or open advertising has not been used.
- 9.4 The Committee shall report to the Board on any significant risk considerations within its remit which it has identified.

10. OTHER MATTERS

The Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the Group Company Secretary for assistance as required;
- 10.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.3 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing Rules, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate;
- 10.4 oversee any investigation of activities which are within its terms of reference; and
- 10.5 arrange for an annual review of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. AUTHORITY

- 11.1 The Committee is authorised by the Board to seek any information it requires from any employee of the company in order to perform its duties and may call any director or employee to be questioned at a meeting of the committee as and when required.
- 11.2 The Committee is authorised by the Board to obtain, at the company's expense, any outside legal or other professional advice, and secure the attendance at its meetings of outsiders with relevant experience and expertise, on any matters within its terms of reference.

12. PUBLICATION OF TERMS OF REFERENCE

- 12.1 These Terms of Reference shall be made available on the Company's website

Updated and approved on 9 December 2019