

Terms of Reference

Quality, Risk and Safety Committee



Purpose

The Quality, Risk and Safety Committee (“the Committee”) is a Committee of the Board of Eastern Melbourne Healthcare Network Ltd (EMHN Ltd, trading as Eastern Melbourne PHN, EMPHN) created to assist the Board with its duties and responsibilities around quality management, risk management and reporting, workplace safety and compliance.

Membership

The Committee shall comprise:

- At least three Directors who shall be appointed by the Board - at least two of these must have risk management and/or clinical governance skills, and at least one must be a General Practitioner.
- The Chief Executive Officer (ex officio)

The Board will have the option to also appoint an independent member with specialist expertise.

The Chair of the Committee will be a Director who is not the Board Chair.

The Members and Chair will be appointed to the Committee at the first meeting after the Annual General Meeting by the Board.

The term of appointment to this Committee will be three years with a maximum term of six years. To ensure continuity of the membership of the Committee, it is desirable that no more than one third of the members of the Committee resign each year.

Secretary

The Board Secretariat will be the Secretary of the Committee.

Attendance by Non-Committee Members

Executive Directors and Manager will attend the Committee as needed as invitees but are not Members of the Committee.

The Committee will invite Auditors or others to attend meetings to provide pertinent information, as necessary. Non-members of the Committee may be asked to withdraw from all or part of the any meeting.

Meetings

The Committee shall meet as frequently as required or otherwise four times per year.

The Chair or the Secretary may call a meeting.

Two Members (who must be EMPHN Board Directors) shall constitute a quorum. In the Chair's absence from a meeting, the Members present will select a chair for that particular meeting.

Role and Responsibilities

The Committee shall report to the Board on all matters relevant to the Committee's role and responsibilities. The Committee has the following specific duties:

a) Quality

- Monitor the ISO certification cycle.
- Contribute to the development of the Quality Framework and associated policies, ensuring that appropriate monitoring and benchmarking parameters are incorporated.
- Oversee quality management and reporting processes to ensure workplace, client and consumer safety.

b) Risk Management

- Contribute to development of the Risk Management Framework.
- Oversee the Company's implementation of an effective risk management system and processes for determining and managing key risk areas, including periodic review of risk appetite statements, the Risk Register and risk mitigation plan.
- Oversee management's processes for ensuring and monitoring compliance with laws, regulations, standards, best practice guidelines and other requirements.
- Review key internal and external risks and assess each identified risk in terms of potential impact and likelihood of occurrence.
- Advise the Board of significant or material risks.
- Oversee the effectiveness of, and compliance with, the corporate code of ethical conduct and compliance with internal plans, policies and procedures.
- Obtain regular updates from Management about compliance matters.

c) Clinical Governance

- Review and approve the Clinical Governance Framework and significant organisational policies relating to clinical governance, ensuring they are compliant with legislative and regulatory standards and aligned with industry best practice.
- Regularly review the implementation of the Clinical Governance Framework.
- Oversee clinical governance management and clinical incident reporting.

d) Safety

- Governance oversight of Occupational, Health & Safety (OH&S) management and reporting processes.
- Monitor OH&S performance indicators.

e) Compliance

- Monitor compliance with relevant legislation, regulatory body and government funding requirements.

f) Other Responsibilities

- Contribute as required to the internal audit program and monitor implementation of internal audit recommendations.
- Approve significant policies that pertain to the Committee's functions and responsibilities.
- Perform other activities as requested by the Board.
- Institute and oversee special investigations as needed.
- Review and assess the adequacy of the Terms of Reference annually, requesting Board approval for changes and ensuring appropriate disclosure as required by-law or regulation.

Authority

In carrying out its duties the Committee shall have the authority to:

- Resolve any disagreements between management and the internal auditor on non-financial reporting.
- Retain independent counsel, accountants or others to advise the Committee or assist in the conduct of an investigation.
- Discuss directly with the CEO and where necessary senior management any issue within its remit and to request reports, explanations and information of any of the activities, procedures or accounts of the Company.

Reporting Procedures

The Committee shall keep minutes of its meetings. The Board Secretariat shall circulate the minutes of the meeting to all members of the Committee for comment within 10 working days of the meeting and make any amendments before it is signed by the Chair of the Committee and circulated to the Board with the papers for the next Board Meeting.

Evaluation

The Committee will annually evaluate its performance against the roles and responsibilities as set out in the Terms of Reference. This evaluation will form part of a broader review of Board performance.

Amendment History			
Version	Details of change	Approved by	Date
2	<ul style="list-style-type: none">• Deletion of responsibility re: ISO certification process• Addition of responsibility around ongoing monitoring of ISO certification.	Board	1 Feb 2019
1	Inaugural TOR	Board	4 May 2018

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