Charter

Clinical Leadership Committees (Integral, State and New Zealand)

Integral Diagnostics Limited (**Company**)

ACN 130 832 816

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1. Membership of the Committees

The Integral Clinical Leadership Committee (ICLC) should consist of:

a) A minimum of 4 members;

b) A maximum of 8 members;

c) At least one representative from each State Clinical Leadership Committee (CLC) and at least one representative from the NZ Clinical Leadership Committee;

d) The CEO is invited to attend ICLC meetings, and may attend for the purposes of achieving a quorum;

e) Such other persons as are determined by the Board from time to time, including a Radiologist Board member.

The Board may appoint additional members to the Committee as recommended by the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

The **State and NZ Clinical Leadership Committee** (State and NZ CLC) should consist of:

a) A minimum of 4 members;

b) A maximum of 7 members;

c) A minimum of three clinicians, the State and NZ General Manager (GM); and

d) Such other persons as are determined by the State and NZ CLC from time to time with no more than a total of 7 members.

For both the ICLC, State and NZ CLC:

a) The Committee shall appoint a Chair and a Secretary.

b) The Committee may invite such other persons as it deems appropriate to attend Committee meetings as observers or experts to provide advice.

c) The Chief Executive Officer (**CEO**) shall be advised of intended meetings of the Committees, and he/she or his/her nominee be permitted to attend Committee meetings as an observer.

Membership Status

Clinician Board Members and Chair of the State and NZ CLCs shall be deemed ex-officio members of the ICLC.

All other members of the ICLC will be deemed ordinary committee members.

2. Role and Responsibilities – ICLC

The ICLC's role is to promote and support a collegiate culture across all practices and to provide advice across the organisation on clinical governance matters.

a) Culture and Patient Care

- Promote and support collegiate culture across all practices
- Promote quality patient care.

b) Clinical Standards & Quality Assurance

- Oversee development, implementation, maintenance and review of applicable clinical policies and guidelines (including those governing quality assurance activities) across the organisation.
- Review any recommendations arising from adverse incidents, near misses or root cause analysis referred from the State and NZ CLCs and, where appropriate, share knowledge and learnings across the organisation. This includes making improvements, where appropriate, to applicable clinical policies and guidelines across the organisation.
- Help identify and review trends in clinical risk.

c) Business Development and Operational and Strategic Planning

- Strategic matters and new initiatives relating to the provision of quality medical imaging, radiology services and patient care.

d) Workforce

- Oversight on clinical workforce planning and staff numbers having regard for recruitment, skills/capability and workload.
- Advice on credentialing matters.

e) Communication

- Provide an effective means of communication between clinicians (through the State and NZ CLCs), Management, Executive and the Board.

f) Other matters

- As delegated by the Board, or referred from the State and NZ CLCs, from time to time.

3. Role and Responsibilities – State and NZ CLCs

The State and NZ CLCs' role is to promote and support a collegiate culture and is responsible for oversight of clinical Governance matters within their respective regions.

a) Culture and Patient Care

- Promote and support a collegiate culture across all practices and amongst all clinical staff.
- Promote quality patient care, clinical autonomy and clinical best practice.

b) Clinical Standards & Quality Assurance

- Oversee development, implementation, maintenance and review of respective applicable clinical policies and guidelines (including quality assurance activities) applicable to their regions.
- Review clinical risk data and adverse events and formulate recommendations to improve procedures and/or processes.
- Where appropriate refer recommendations to the ICLC where there are potential benefits for both Australian and New Zealand businesses.

c) Business Development and Operational and Strategic Planning

- Work collaboratively with Management to help develop the region's strategic plan and operating and capital budget. This includes review of local opportunities and risks, growth strategy, multi-year physician recruitment strategy, pricing policy and input into business development such as local service improvement initiatives.

d) Workforce

- Encourage and support clinician participation in continuing professional development including self and/or peer audit.
- Assist in medical staff review as requested. This may be in the context of periodic appraisal or with respect to clinical, performance, behavioral or cultural issues.
- Determine the criteria on which the Regional Incentive Plan is to be allocated. Provide recommendations to the Board on clinician inclusion in the New Clinician Partner Plan or on Good Leaver/Bad Leaver status as requested.

e) Communication

- Provide an effective means of communication between clinicians, ICLC, Management, Executive and the Board.
- In particular, to provide a mechanism for clinicians to bring forward issues and to communicate these to Management, Executive and/or ICLC as appropriate.

f) State and NZ CLCs

- State and NZ CLCs may appoint one or more Clinical Directors in order to help fulfil their roles and responsibilities.

4. Review and Renewal

The Committees, Board and CEO will at least once in each year, review the membership and charter of the Committees to determine its adequacy for current circumstances and the Committees may make amendment recommendations to amend the Charter for Board approval.

5. Administrative Matters for ICLC, State and NZ CLCs

5.1 Meetings

The Committees will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committees will meet at least once in every two months.

Meetings of the Committees can be held face to face or through the use of telephone conference, video conference or other relevant technology.

5.2 Quorum

The quorum is at least 3 members with a minimum of 2 clinicians.

5.3 Convening and notice of meeting

Any member may convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. Wherever possible at least one weeks' notice should be given of any meeting of the Committees, although it is acknowledged that this may not always be practicable.

5.4 Rights of access and authority

The Committees are to have access to adequate internal resources.

The ICLC is established as an advisory committee to the Board and management on clinical matters organisation wide. The Board and the ICLC will work together from time to time to determine the extent of discretion by the Committee in implementing Clinical Matters. To avoid any doubt, the ICLC is not intended as a forum for non-clinical discussions or decisions.

The State and NZ CLCs are established as local clinical management committees and as such provide advice as relevant to the ICLC, the State and NZ GMs and Integral Diagnostics Executive.

5.5 Minutes & reporting

Minutes of meetings of the Committees must be kept by the nominated Secretary, or nominee. After approval by the Committee Chair, ICLC meeting summaries, minutes and actions will be shared with the State and NZ CLCs and the SMG.

State and NZ CLC meeting summaries, minutes and actions will be shared with each other, the ICLC and the SMG. Each of the State and NZ CLCs will circulate their respective meeting summaries to the clinicians whom they represent.

5.6 Voting Rights

Ordinary and ex-officio members have full voting rights. Observers will be considered "in attendance" at meetings and have no voting rights.

5.7 Appointment to CLC

- Ex-officio Members: Appointed for a term in alignment with their term of office
- Ordinary Members: Elected by clinical peers (in accordance with S5.8).

5.8 Appointment Terms

Ordinary Members:

- ICLC and State and NZ CLC ordinary members shall be appointed for a term of two (2) years. From time to time the initial term may be shortened so that terms served by members are staggered in order to maintain continuity and to allow for the opportunity to replace one ordinary member from each State or NZ per annum.
- Each ordinary member shall retire at the end of their term but is eligible for re-election
- Each ordinary member may serve multiple terms

An individual shall cease to be an ordinary member if they:

- Resign from the committee
- Fail to attend more than 3 consecutive meetings
- Fail to maintain professional registration (clinical members)
- Resign from employment with Integral Diagnostics (or subsidiary company)
- Breach confidentiality
- Are removed from the committee by the Board

5.9 Election Process

ICLC:

The election process for ordinary members shall be by ballot (electronic or otherwise) at the end of each calendar year (December)

Nominations will be called for 3 months prior to the end of a member's term.

An email notification will be sent from the ICLC secretary to all clinician members of the relevant State or NZ CLC 3 months prior to the end of an ICLC member's term, calling for nominations for the ICLC.

In the event that no nominations are received, the Chair of the ICLC may nominate a State or NZ CLC representative to fill a casual vacancy on the ICLC until such time as the relevant State or NZ CLC provides a nominee.

The Chair of each State or NZ CLC will automatically be a member of the ICLC.

State and NZ CLC:

The election process for ordinary members shall be by ballot (electronic or otherwise) at the end of each calendar year (December)

An email notification will be sent from the SCLC secretary to all clinicians 3 months prior to the end of an SCLC member's term calling for nominations for the SCLC. In the event no nominations are provided, the Chair of the SCLC may nominate a clinician to fill a casual vacancy on the SCLC until such time as the role is filled.

5.10 Voting:

Any matter requiring a decision by the Committee may be decided by consensus with no requirement for formal voting. However, if a consensus is not achievable, a matter may be decided by a majority of votes of Committee members present.

Where voting is divided equally, the Chair of the meeting has a second or casting vote.