

Clinical Practice Management Committee Charter

Eyecare Partners Limited ACN 006 505 880

Clinical practice management committee charter

1. Introduction

- 1.1 The Clinical Practice Management Committee is a committee of the board of directors (**Board**) of Eyecare Partners Limited (**Company**).
- 1.2 The Board established the Clinical Practice Management Committee under the Company's constitution.
- 1.3 This charter sets out the scope of the Clinical Practice Management Committee's responsibilities in relation to the Company and its controlled entities (**Group**).
- 1.4 The role of the Clinical Practice Management Committee is not an executive role.

2. Objective

The objective of the Committee is to help the Board achieve its objective to ensure the Company:

- (a) supports its optometrists to ensure their clinical and practice management skills are at the forefront of the profession;
- (b) has effective commercial and clinical practice performance measurement and management policies and processes;
- (c) has effective methods of addressing underperformance of practices;
- (a) has effective methods of sharing best practice among all practices to improve overall performance;
- (b) has effective methods of assessing practice requirements for investment in equipment and fit out;
- (c) has effective methods for measuring and assessing the effectiveness of investments in capital equipment; and
- (d) has effective commercial and clinical training methods and resources to carry out its objectives.

3. Performance measurement - responsibilities

The Committee is responsible for:

- (a) approving the key performance measures for practices;
- (b) reviewing the results of the measurement of all practices on a quarterly basis;
- (c) identifying practices which require performance improvement;

- (d) identifying best practice commercial and clinical practices throughout the Company; and
 - (e) assessing the performance of the Clinical Practice Management Committee on a committee and individual basis.
- 3.2 A member of the Clinical Practice Management Committee must not participate in any review or assessment of their own performance or the performance of their practice.

4. Performance improvement -responsibilities

The Clinical Practice Management Committee's responsibilities in relation to performance improvement are:

- (a) develop a programme for performance improvement for each practice identified;
- (b) recommend the allocation of resources to conduct clinical and commercial performance improvement workshops;
- (c) develop the criteria for approval of capital expenditure for performance improvement, which shall have regard to return on funds invested over both 12 and 36 month periods;
- (d) assess the requirements for capital expenditure for performance improvement and make recommendations to the Board for such capital expenditure;
- (e) measure the outcomes from the performance improvement programmes.

5. Investment in equipment and fit out - responsibilities

- 5.1 The Clinical Practice Management Committee is responsible for:
- (a) annually reviewing the budgets of practices for equipment investment and fit out;
 - (b) establishing processes for evaluating the best opportunities for return on equipment and fit out investments;
 - (c) developing relative measures for the requirements in practices of core equipment types;
 - (d) development of business case assessment criteria for core equipment types;
 - (e) assess fit out proposals and make recommendations to the board on quality, aesthetics and functionality.

6. Clinical practice management policies and practices

- 6.1 The Clinical Practice Management Committee will ensure there are effective policies and procedures to ensure:
- (a) all optometrists fulfil the requirements of their registrations for continuing professional education;
 - (b) all optical dispensers fulfil the requirements of their registrations for continuing professional education;
 - (c) adoption by the Company of appropriate and effective patient safety and services standards
 - (d) all patient safety and service standards are adhered to;
 - (e) all clinical staff are aware of training opportunities to improve their clinical standards and performance.
- 6.2 The Clinical Practice Management Committee will report and make recommendations to the Board in relation to:
- (a) all incidents which involve patient safety and service;
 - (b) all incidents of failure to meet minimum training and professional education standards.

7. Commercial practice management policies and practices

- 7.1 The Clinical Practice Management Committee is responsible for:
- (a) reviewing and recommending commercial and sales training programmes for practice staff; and
 - (b) reviewing the outcomes of commercial and sales training programmes.

8. Other responsibilities

The Clinical Practice Management Committee is responsible for doing anything the Board considers appropriate in the context of this charter.

9. Committee composition

- 9.1 The Clinical Practice Management Committee should comprise:
- (a) at least three members;
 - (b) at least one non-executive director;
 - (c) a majority of optometrists and
 - (d) may include appropriately skilled and experienced persons who are not directors of the Company.
- 9.2 The Clinical Practice Management Committee will appoint its chairperson. The chairperson of the Clinical Practice Management Committee must not be

an executive director and must not be the Chairperson of the board of directors, and may be a person who is not a director of the Company.

- 9.3 The Clinical Practice Management Committee will appoint a secretary.
- 9.4 While the Company aims to have a Clinical Practice Management Committee of at least the size and composition outlined in paragraphs 9.1 and 9.2 above, this may not always be practicable from time to time given the size of the Board and circumstances of the Group, including the nature of the Group's business. Accordingly, the Board has absolute discretion to determine the appropriate size and composition of the Clinical Practice Management Committee from time to time.
- 9.5 The Board decides appointments, rotations and resignations within the Clinical Practice Management Committee having regard to its performance and the length of service of the existing Committee members.
- 9.6 A Clinical Practice Management Committee member may act by their alternate.

10. Committee meetings

- 10.1 The Clinical Practice Management Committee will meet as often as it considers necessary, but not less than 4 times annually.
- 10.2 The quorum for a Clinical Practice Management Committee meeting is two Clinical Practice Management Committee members.
- 10.3 Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 10.4 The Clinical Practice Management Committee may pass or approve a resolution without holding a meeting in accordance with the procedures (so far as they are appropriate) in section 248A of the Act.
- 10.5 The Clinical Practice Management Committee may invite anyone it considers appropriate to attend Clinical Practice Management Committee meetings.

11. Minutes of Clinical Practice Management Committee meetings

- 11.1 The Clinical Practice Management Committee must keep minutes of its meetings.
- 11.2 Minutes of each Clinical Practice Management Committee meeting must be included in the papers for the next full Board meeting after each meeting of the Clinical Practice Management Committee.
- 11.3 Minutes must be distributed to all Clinical Practice Management Committee members after the Clinical Practice Management Committee chairperson has approved them.

- 11.4 Minutes, agenda and supporting papers are available to directors upon request to the Clinical Practice Management Committee secretary, except if a conflict of interest exists.

12. Reporting to the Board

The Clinical Practice Management Committee chairperson must report the Clinical Practice Management Committee's findings to the Board after each Clinical Practice Management Committee meeting.

13. Access to information and independent advice

- 13.1 The Clinical Practice Management Committee may seek any information it considers necessary to fulfil its responsibilities.
- 13.2 The Clinical Practice Management Committee has access to management to seek explanations and information from management, at the Company's cost.
- 13.3 The Clinical Practice Management Committee may seek professional advice from employees of the Group and from appropriate external advisers, at the Company's cost. The Clinical Practice Management Committee may meet with external advisers without management being present.

14. Review and changes to this charter

- 14.1 The Clinical Practice Management Committee will review this charter annually or as often as it considers necessary.
- 14.2 The Board may change this charter from time to time by resolution.

15. Approved and adopted

This charter was approved and adopted by the Board on 28 August 2007.

Date _____

Signed _____
Chairperson of the Board of directors
of Eyecare Partners Limited