

National Veterinary Care Ltd

Veterinary Advisory Committee Charter

1 Introduction

- 1.1 The Veterinary Advisory Committee (VAC) is a committee of the Company's Board of Directors (**Board**), established by the Board in accordance with Article 10.2 of the Company's Constitution.
- 1.2 The VAC reports to the Board and is subject to the direction of the Board.
- 1.3 This charter sets out the scope of the VAC's responsibilities in relation to the Company.

2 Objectives

- 2.1 The objective of the VAC is to assist the Company in the provision of a nationally consistent veterinary service for its practices that is of high quality, sustainable by advising the Board on requirements of the clinical and client services governance and clinical risk management arrangements in the veterinary service arena.

3 Veterinary Advisory Committee term and composition

- 3.1 The VAC shall comprise:
 - (a) A minimum of two Veterinarians and two and two Veterinary Nurses.
 - (b) A minimum of one Veterinarian and one Veterinary Nurse from the Northern and Southern Region.
- 3.2 The members of the VAC shall be appointed and removed by the Board at the Board's discretion. The term of appointment will be one year initially, and may be extended for a further three years.
- 3.3 The Board shall appoint a chairperson. The chairperson must be a Veterinarian and may not be the Chair of the Board.
- 3.4 The Company will provide secretariat support to VAC.
- 3.5 The VAC shall be of sufficient size, independence and expertise to effectively discharge its mandate.

4 Role of Veterinary Advisory Committee

- 4.1 The VAC will provide advice to the Board in relation to all clinical and client service governance aspects of the scope of services and contracts undertaken and/or managed by NVC.
- 4.2 The VAC will provide advice and report to the Board in relation to the development, implementation and monitoring of the Clinical and Client Services Framework inclusive of continuous quality improvement and clinical risk management.
- 4.3 The VAC will provide advice to the Board in relation to research concerning evidence based best practice in the Veterinary Services arena.
- 4.4 The VAC will provide advice to the Board and Management regarding the selection of new products, services and equipment.

5 Veterinary Advisory Committee meetings

- 5.1 The VAC will meet at least 4 times per year and more frequently if required.
- 5.2 A half plus one VAC members constitutes a quorum.
- 5.3 VAC 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.
- 5.4 The VAC and the Company may invite other persons they regard appropriate to attend Veterinary Advisory Group meetings.

6 Minutes of Veterinary Advisory Committee meetings

- 6.1 The VAC must keep minutes of its meetings.
- 6.2 A report summarising the issues, actions and outcomes of each VAC meeting must be provided to the Board meeting within one month.
- 6.3 Minutes must be distributed to all VAC members, after the VAC chairperson has approved them.
- 6.4 Minutes, agenda and supporting papers are available to directors upon request to the VAC secretary, except if there is a conflict of interest.

7 Reporting to the Board

- 7.1 The VAC chairperson must report the VAC's findings to the Board after each meeting at the Board meeting subsequent to the VAC meeting.

8 Access to information

- 8.1 The VAC may seek any information it considers necessary to fulfil its responsibilities.
- 8.2 The VAC has access to:
- (a) Management to seek explanations and information from management; and
 - (b) Internal and external advisors to seek advice and information relating to any of its roles listed in Item 4 above.
 - (c) 'External Advisors' comprise of both independent clinicians and professionals covering areas of expertise pertinent to the clinical and client services delivered by the NVC.

9 Review and changes to this charter

- 9.1 The VAC will review this charter annually or as often as it considers necessary.
- 9.2 The Board may change this charter from time to time by a resolution of the Directors.

10 Approved and adopted

- 10.1 This charter was approved by the Board on **11 December 2015**