

BOARD GOVERNANCE, RESPONSIBILITIES & STRUCTURE

1 Board's Governance Role

- 1.1 The Board has the ultimate responsibility of ensuring that Assisi Hospice complies with its Memorandum and Articles of Association ("M&A") and all relevant laws and regulation and is governed and managed responsibly and prudently to ensure Assisi Hospice's effectiveness, credibility and sustainability.
- 1.2 Board members should exercise independent judgment and act in the best interests of Assisi Hospice. To ensure objectivity in decision-making, the Board is wholly independent from Assisi Hospice's paid staff.
- 1.3 Where Board members may be directly involved in operational decisions and matters, a clear distinction should be made between their Board role and the operational work.
- 1.4 New Board members should be inducted into the Board at a suitable pace for self-renewal and succession.
- 1.5 The Board should hold at least four (4) Directors' meetings a year. The quorum necessary shall be one half (1/2) of the then sitting Directors, to the nearest whole number.
- 1.6 The Board should comprise members who possess core competencies and commitment necessary for effective governance.
- 1.7 New Board members should be properly inducted and familiarised with their responsibilities and with Assisi Hospice's operations and governance practices.

2 Board's Responsibilities

- 2.1 The Board should periodically review and approve the vision of Assisi Hospice to ensure that it stays relevant to its changing environment and should then document and communicate this to the public.
- 2.2 The Board should ensure that there are adequate resources to sustain the Assisi Hospice's operations and that these resources are effectively and efficiently managed.
- 2.3 The Board should approve strategic plans to ensure that Assisi Hospice's programmes and activities are in line with its objectives. The Board should review these plans from time to time.
- 2.4 The Board should ensure that there is adequate reporting to relevant stakeholders about how its strategic plans and programmes are implemented, as well as their outcomes.

3 Board and Ad Hoc Committees

- 3.1 The Board has the following committees (“Board Committees”) in place to oversee key areas of governance and operations for Assisi Hospice:
- (a) Nominations Committee
 - (b) Finance Committee
 - (c) Audit Committee
 - (d) Investment Committee
 - (e) Programmes and Services Committee
 - (f) Building Management Committee
 - (g) Human Resource Committee
 - (h) Strategic Resource Committee
 - (i) Community Engagement Committee
- 3.2 The Board supports the nomination of members to the Facility Medifund Committee for approval to the Ministry of Health (MOH).
- 3.3 The Board may also from time to time convene other committees (“Ad Hoc Committees”) to assist it in overseeing specific areas of governance and operations for Assisi Hospice.

4 Assisi Hospice Board Succession Policy

Policy Statement:

To maintain a strong and healthy Board that will contribute to Assisi Hospice's organisational success, the Nominations Committee (NC) has established principles regarding Board Director and Board Committee member succession and recruitment. These responsibilities include the screening, recommendation as well as orientation of new Board Directors and Board Committee members.

Under Article 26 of Assisi Hospice's Memorandum & Articles of Association, there are to be no more than fifteen and no less than six Board Directors, of whom at least half are to be Singapore citizens. The FMDM Congregational Leader and her Council have the right to appoint up to half the Board and the remaining Board Directors are to be appointed ordinary resolution of Assisi Hospice (the Company) by members' resolution. The NC's role is therefore to recommend the appointment of prospective Board Directors to the FMDM Congregational Leader and her Council and/or the Company's members, as the case may be, for their approval and appointment.

Guiding principles:

1. The NC will review the composition of the Board and the Board Committees annually with the purpose of identifying gaps that can be filled by recruiting new Board Directors and/or Board Committee members and to ensure that a diversity of expertise and experience needed meets the Hospice's mission and goals. A **Board Composition Matrix (see Appendix 1)** should be used to help with this process.
2. Recommendations from current/retiring Board Directors or Board Committee members can help identify qualified, dedicated individuals for consideration. Those who have served as volunteers on Board Committees or projects may demonstrate strength of commitment and potential leadership skills.
3. Ideal candidates will be those:
 - a) whose attitudes and values align with Assisi Hospice's mission and vision;
 - b) whose skills align with identified gaps on the Board and/or who are considered complementary to the Board's strategic priorities; and
 - c) who have the ability to interact positively and productively with others on the Board, Board Committees and with staff.
4. The NC is to:
 - a) identify any gaps in leadership need that are either immediate or in the near future. In doing so, the NC should also look at 'second tier' skills which have not been traditionally sought by the Intermediate and Long-Term Care (ILTC) sector which include skills and

expertise in risk management, change management, continuous quality and productivity improvement, technology, social media and cyber security expertise, design thinking and innovation. In profiling potential candidates, experience and personality, in addition to gender, age and background, should be considered.

- b) determine the Board Directors' and Board Committee members' terms and when they are scheduled to end. A **Board Leadership Succession Planning Matrix (see Appendix 2)** should be used to help with this process. By doing so, new influences and ideas can also be injected on to the Board as well as the various Board Committees.
5. It is important to have several board members in the leadership pipeline at all times which allows for flexibility in choosing the right leaders to address current challenges. The goal is to have a pool of Board leaders who have served long enough to demonstrate a strong understanding of Board and organisation function yet not long enough to demonstrate entrenched thinking. This can be done by first having potential Board candidates first serve on the various Board Committees.
6. Board leadership succession should be tied directly to a clear Board education plan. Continuous education opportunities for each Board Director and Board Committee member should be considered in the context of how these specific development opportunities will better equip them so that the full Board and the various Board Committees will be able to perform at their higher potential.
7. There should be a regular performance evaluation of not only the Board and its Board Committees but also the Board Chairman. This should preferably be done annually and will allow the Board to take a critical look at how the Chairman has performed.

Assisi Hospice Board Composition Matrix		
S/N	Board Director Roles	Remarks
1	Chairman / Nominations Committee Chair	
2	Deputy Chairman	
3	Fundraising	Skills to Chair the FRC.
4	Programmes & Services	Skills to Chair the PSC. Clinical doctor.
5	Building Management	Skills to Chair the BMC. Facilities Management background.
6	Human Resource	Skills to Chair the HRC. Human Resource Professional
7	Audit Control	Skills to Chair the AC. Audit experience.
8	Investment Management	Skills to Chair the IC. Investment management experience.
9	Other	Clinical Doctor
10	Other	Communications Professional
11	Other	Senior Hospital Administrator
12	Other	As needed per AH Strategic Objectives
13	Other	As needed per AH Strategic Objectives
14	Other	As needed per AH Strategic Objectives
15	Other	As needed per AH Strategic Objectives

Assisi Hospice Board Directors - Succession Planning Matrix						BOARD LEADERSHIP					
S/N	Name	Start (Date)	End (Date)	Current Term	Succession Planning - Remarks	Board Leadership Roles	Jul-19	Jul-20	Jul-21	Jul-22	Jul-23
1						AH Chair / NC Chair					
2						AH Deputy Chair					
3						Chair FRC					
4						Chair PSC					
5						Chair BMC					
6						Chair HRC					
7						Chair AC					
8						Chair IC					
9						Director					
10						Director					
11						Director					
12						Director					
13						Director					
14						Director					
15						Director					

ASSISI HOSPICE

NOMINATIONS COMMITTEE (NC) TERMS OF REFERENCE

Purpose:

The NC is to assist the Board in ensuring its composition is regularly reviewed and refreshed in order that it is effective and able to operate in the best interests of the Hospice. It is to evaluate the performance of the Board and the Chief Executive Officer ("CEO").

Responsibilities:

The NC's responsibilities are to:

1. Identify candidates and review all nominations for the appointment or reappointment of:
 - a) Directors of the Board (the "Board Directors");
 - b) the CEO; and
 - c) the members of the various sub-committees (the "Committee Members") appointed by the Board (the "Board Committees");
2. Review the composition of the Board and Board Committees annually and to ensure that the Board Directors and Committee Members provide the diversity of expertise and experience required to meet the Hospice's mission and goals.
3. Be responsible for succession planning for the Board Directors, in particular, its key office bearers (ie, the Chairman of the Board and the Chairman of the Finance Committee) by nominating changes to the Board composition, including the re-nomination and retirement of existing Directors;
4. Decide on how the Board's performance should be evaluated and propose objective measures of performance for the Board;
5. Design and oversee the process of Board orientation for new Board Directors; and
6. Determine the CEO's appropriate reward and compensation.

Composition:

The NC shall comprise of the Chairman of the Board, Deputy Chairman of the Board, and Chairman of the Human Resources Committee (HRC).

Quorum: All NC members.

Frequency of meetings: At least one (1) meeting per year.

Secretariat: CEO, Head HR.

Other attendees: NIL