



# CORPORATE GOVERNANCE REPORT

**YEAR ENDED 31 MARCH 2022**



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## OVERVIEW

HCA Hospice Care has compiled and updated the Governance Evaluation Checklist in the Charity Portal at [www.charities.gov.sg](http://www.charities.gov.sg).

HCA's Constitution and the Code of Governance for Charities & Institutions of a Public Character (IPCs) governs and guides the selection, recruitment, election and appointment and induction of new council members and self-assessments are conducted periodically to measure council effectiveness.

All Council members were nominated and appointed to Council at the 32nd Annual General Meeting held on 21 August 2021. All Council members declared that they are neither undischarged bankrupts nor have they been convicted of any offence in a court of law.

The Council members, or people connected with them, have not received remuneration from the Society or from institutions connected with the Society. There is no claim by the Council members for services provided to the Society, either by reimbursement to the Council members or by providing the Council members with an allowance or by direct payment to a third party.

## CONFLICT OF INTEREST

HCA has adopted a Conflict of Interest Policy. The Conflict of Interest Policy and Declaration will be read by the council or committee member upon his/her election or co-option to the Council as an acknowledgement of having understood the policy and that he/she will fully disclose to the Council when a conflict of interest arises.

## WHISTLE BLOWING

HCA also has in place a Whistle Blowing Policy to address concerns about possible wrongdoing or improprieties in financial or other matters within the charity without fear of reprisals or victimisation. Whistle blowing reports may be submitted to the Society's President or Chief Executive and will be treated with the strictest confidence and investigated independently. HCA has also attained the Data Protection Trustmark (DPTM) certification in recognition of its robust data protection practices.

## TOP EXECUTIVE REMUNERATION

The number of top three executives of the Society in remuneration bands is as follows:

Remuneration Bands	2021	2022
	Number of executives	Number of executives
\$100,000 - \$200,000	1	0
\$200,001 - \$300,000	0	1
\$300,001 - \$400,000	2	1
\$400,001 - \$500,000	0	1

Note: All employees in these bands are medical doctors and senior management staff.

## BANK AND AUDITOR DETAILS

### BANKS

DBS Bank Ltd

Standard Chartered Bank

Bank of China

### AUDITORS

Deloitte & Touche LLP

Shared Services for Charities

### FUND MANAGERS

Lion Global Investors

Schroders Investment Management

## GOVERNANCE EVALUATION CHECKLIST

S/N	Code guideline	Code ID	Response
	<b>Board Governance</b>		
1	<b>Induction and orientation</b> are provided to incoming governing board members upon joining the Board.	1.1.2	Complied
	<b>Are there governing board members holding staff<sup>1</sup> appointments? (skip items 2 and 3 if “No”)</b>		No
2	Staff does <b>not chair</b> the Board and does <b>not comprise more than one third</b> of the Board.	1.1.3	
3	There are written job descriptions for the staff’s executive functions and operational duties, which are distinct from the staff’s Board role.	1.1.5	
4	The Treasurer of the charity (or any person holding an equivalent position in the charity, e.g. Finance Committee Chairman or a governing board member responsible for overseeing the finances of the charity) <b>can only serve a maximum of 4 consecutive years</b> .  If the charity has not appointed any governing board member to oversee its finances, it will be presumed that the Chairman oversees the finances of the charity.	1.1.7	Complied
5	All governing board members must submit themselves for <b>re-nomination and re-appointment</b> , at least once every 3 years.	1.1.8	Complied
6	The Board conducts <b>self evaluation</b> to assess its performance and effectiveness once during its term or every 3 years, whichever is shorter.	1.1.12	Complied
	<b>Is there any governing board member who has served for more than 10 consecutive years? (skip item 7 if “No”)</b>		No
7	The charity discloses in its annual report the <b>reasons for retaining the governing board member who has served for more than 10 consecutive years</b> .	1.1.13	
8	There are <b>documented terms of reference</b> for the Board and each of its committees.	1.2.1	Complied
	<b>Conflict of Interest</b>		
9	There are documented procedures for governing board members and staff to declare actual or potential <b>conflicts of interest</b> to the Board at the earliest opportunity.	2.1	Complied
10	Governing board members <b>do not vote or participate</b> in decision making on matters where they have a conflict of interest.	2.4	Complied
	<b>Strategic Planning</b>		

11	The Board <b>periodically reviews and approves the strategic plan</b> for the charity to ensure that the charity's activities are in line with the charity's objectives.	3.2.2	Complied
12	There is a documented plan to <b>develop the capacity and capability</b> of the charity and the Board monitors the progress of the plan.	3.2.4	Complied
	<b>Human Resource and Volunteer<sup>2</sup> Management</b>		
13	The Board approves <b>documented human resource policies</b> for staff.	5.1	Complied
14	There is a <b>documented Code of Conduct</b> for governing board members, staff and volunteers (where applicable) which is approved by the Board.	5.3	Complied
15	There are processes for regular supervision, appraisal and professional development of staff.	5.5	Complied
	<b>Are there volunteers serving in the charity? (skip item 16 if "No")</b>		Yes
16	There are <b>volunteer management policies</b> in place for volunteers.	5.7	Complied
	<b>Financial Management and Internal Controls</b>		
17	There is a documented policy to seek the Board's approval for any loans, donations, grants or financial assistance provided by the charity which are not part of the charity's core charitable programmes.	6.1.1	Complied
18	The Board ensures that <b>internal controls for financial matters</b> in key areas are in place with <b>documented procedures</b> .	6.1.2	Complied
19	The Board ensures that reviews on the charity's internal controls, processes, key programmes and events are regularly conducted.	6.1.3	Complied
20	The Board ensures that there is a process to <b>identify, and regularly monitor and review</b> the charity's <b>key risks</b> .	6.1.4	Complied
21	The Board approves an <b>annual budget</b> for the charity's plans and regularly monitors the charity's expenditure.	6.2.1	Complied
	<b>Does the charity invest its reserves (e.g. in fixed deposits)? (skip item 22 if "No")</b>		Yes
22	The charity has a <b>documented investment policy</b> approved by the Board.	6.4.3	Complied
	<b>Fundraising Practices</b>		
	<b>Did the charity receive cash donations (solicited or unsolicited) during the financial year? (skip item 23 if "No")</b>		Yes
23	All collections received (solicited or unsolicited) are <b>properly accounted for</b> and <b>promptly deposited</b> by the charity.	7.2.2	Complied
	<b>Did the charity receive donations in kind during the financial year? (skip item 24 if "No")</b>		Yes
24	All donations in kind received are <b>properly recorded</b> and <b>accounted for</b> by the charity.	7.2.3	Complied
	<b>Disclosure and Transparency</b>		
25	The charity discloses in its annual report — (a) the number of Board meetings in the financial year; and	8.2	Complied

	(b) the attendance of every governing board member at those meetings.		
	<b>Are governing board members remunerated for their services to the Board? (skip items 26 and 27 if “No”)</b>		No
26	No governing board member is involved in setting his own remuneration.	2.2	
27	The charity discloses the <b>exact</b> remuneration and benefits received by each governing board member in its annual report. <u>OR</u> The charity discloses that no governing board member is remunerated.	8.3	
	<b>Does the charity employ paid staff? (skip items 28, 29 and 30 if “No”)</b>		Yes
28	No staff is involved in setting his own remuneration.	2.2	Complied
29	The charity discloses in its annual report — (a) the total annual remuneration for <b>each of its 3 highest paid staff</b> who each has received remuneration (including remuneration received from the charity’s subsidiaries) <b>exceeding \$100,000</b> during the financial year; and  (b) whether any of the 3 highest paid staff also serves as a governing board member of the charity.  The information relating to the remuneration of the staff must be presented in bands of \$100,000. <u>OR</u> The charity discloses that <b>none</b> of its paid staff receives more than \$100,000 each in annual remuneration.	8.4	Complied
30	The charity discloses the number of paid staff who satisfies all of the following criteria: (a) the staff is a close member of the family <sup>3</sup> belonging to the Executive Head <sup>4</sup> or a governing board member of the charity;  (b) the staff has received remuneration exceeding \$50,000 during the financial year.  The information relating to the remuneration of the staff must be presented in bands of \$100,000. <u>OR</u> The charity discloses that there is no paid staff, being a close member of the family <sup>3</sup> belonging to the Executive Head <sup>4</sup> or a governing board member of the charity, who has received remuneration exceeding \$50,000 during the financial year.	8.5	Complied
	<b>Public Image</b>		
31	The charity has a <b>documented communication policy</b> on the release of information about the charity and its activities across all media platforms.	9.2	Complied

## COMMITTEES & MEMBERSHIP

### Executive Committee

The Executive Committee (EXCO)'s purpose includes:

- Strategic Planning
- Financial Oversight
- CEO Evaluation and Compensation
- Crisis Management
- Council Meeting Preparation

Name	Designation	Date appointed to EXCO	Number of meetings attended
Dr Caroline Lim	President	28 Sep 2019	10/10
Mr Terence Kew	Vice President	21 Aug 2021	5/5
Ms Tan Soh Keng	Vice President	21 Aug 2021	5/5
Ms Pang Wai Yin	Honorary Treasurer	1 Feb 2021	10/10
Dr Richard Yap	Honorary Secretary	1 Jan 2022	2/2
Ms Rita Chan*	Honorary Secretary	26 Aug 2017	5/8

*\*stepped down on 31 Dec 2021*

### Audit and Risk Committee

The Audit and Risk (AR) Committee is to help the Council in risk management, internal controls and efficient and effective use of resources.

Name	Designation	Number of meetings attended
Ms Matilda Woo	Chairperson	3/3
Ms Vivien Lee	Member	3/3
Ms Ivy Ong	Member	2/2
Mr Harold Quay	Member	2/3
Ms Gloria Tan	Member	2/3

### Clinical Review Committee

The Clinical Review (CR) Committee is to ensure that key aspects of quality excellence and continuing quality improvement are evidenced in the clinical care delivered to our clients.

Name	Designation	Number of meetings attended
Dr Patricia Neo	Chairperson	4/4
A/P Lita Chew	Member	4/4
A/P Chow Yeow Leng	Member	4/4
Dr Allyn Hum Tin Mei	Member	3/4
Dr Koh Pei Lin	Member	3/4
Dr Mohamad Farid Bin Harunal Ras	Member	3/4
Dr Mary Jane Samuel	Member	4/4
Ms Tan Yee Pin	Member	3/4
Ms Xu Yi	Member	4/4



### Fundraising and Communications Committee

The Fundraising and Communications Committee (FRC) provides strategic counsel, oversight and guidance on matters relating to fundraising and organisational communications, with the objective of enhancing HCA's capabilities in these areas.

Name	Designation	Number of meetings attended
Mr Terence Kew	Chairperson	4/4
Mr Alwyn Chia	Member	1/4
Ms Emma Goh	Member	2/4
Mr Koh Chuan Leong	Member	2/4
Mr Eric Teo	Member	2/2
Mr Tan Choon Seng	Member	4/4
Ms Theresa Tan	Member	4/4
Mr Tay Swee Yuan	Member	3/4
Ms Lenca Yew	Member	3/4

### Governance Committee

The Governance Committee (GC) is to ensure the Council's health with regards to its structure and composition, performance, education and recognition in accordance to its constitution and/or bylaws.

Name	Designation	Number of meetings attended
Dr Richard Yap	Chairperson	1/1
Ms Elizabeth Choo	Member	2/2
Ms Maria Ho	Member	2/2
Ms Theresa Tan	Member	2/2
Ms Wee Ai Ning	Member	0/1

### Human Resource Committee

The Human Resource (HR) Committee is to provide strategic direction to HCA on all matters relating to manpower planning, talent acquisition and retention, human resource policies, compensation & benefits guidelines and employee development.

Name	Designation	Number of meetings attended
Ms Rita Chan	Chairperson	5/5
Ms Jenny Loh	Member	4/5
Ms Siow Oi Lin	Member	5/5
Ms Amy Tan	Member	5/5

### Information Technology Committee

The Information Technology (IT) Committee is to provide advice, review and endorse IT plans, procurement, policies and budget.

Name	Designation	Number of meetings attended
Mr Bruce Leong	Chairperson	6/6
Mr Chai Chin Loon	Member	6/6
Mr Alan Lam	Member	4/6
Mr Ng Chun Kiam	Member	3/6

Ms Theresa Tan	Member	6/6
Mr Tay Beng Hwee	Member	6/6
Mr Tay Swee Yuan	Member	3/3

### Nominations Committee

The Nominations Committee is to help the Council with succession planning of the Council and key management positions in HCA.

Name	Designation	Number of meetings attended
Ms Tan Soh Keng	Chairperson	2/2
Mr Alvin Ong	Member	2/2
Ms Pang Wai Yin	Member	2/2
Dr Richard Yap	Member	2/2

### Projects Committee

The Projects Committee is to provide oversight of key projects, as determined by the EXCO (e.g value or impact on HCA).

Name	Designation	Number of meetings attended
Ms Tan Soh Keng	Chairperson	3/3
Mr Sety Ong	Project Advisor	3/3
Mr Tay Beng Hwee	Member	3/3

### Tender Committee

The Tender Committee is to evaluate all tender submissions and select the one with the best value for Council's approval. Tender submissions are required for any purchases exceeding \$250,000, unless a waiver has been granted by 75% of Council Members.

Name	Designation	Number of meetings attended
Ms Pang Wai Yin	Chairperson	NIL*

*\*meetings are held on an as-needed basis. No evaluations were needed in the last FY.*

### Volunteer Management & Engagement Taskforce

The Volunteer Management & Engagement Taskforce is to create a sustainable programme that will increase HCA's pool of volunteers from corporates, organisations and individuals to meet the needs of home hospice patients and to transform ad-hoc volunteers to regular volunteers for the day hospices.

Name	Designation	Number of meetings attended
Mr Tay Beng Hwee	Lead	NIL – newly appointed
Mr Jon Lin	Member	2/2
Ms Luo Ren	Member	2/2
Ms Leana Savenkova	Member	0/2
Ms Jenny Tan	Member	2/2
Mr Allen Wong	Member	2/2