

The Hong Kong Society for Rehabilitation

Terms of Reference

Executive Committee

1. PURPOSES

The Executive Committee (ExCo) is responsible to the community for the governance of The Hong Kong Society for Rehabilitation (“the Society” which includes its group of companies where appropriate). It must ensure that the needs of those who seek the Society’s services are met through effective management of the Society’s overall vision, mission and policy.

2. RESPONSIBILITIES

The main responsibilities of the ExCo are:

2.1 providing the Society with strategic guidance, leadership and overall direction

- establishing and maintaining an up-to-date framework of delegated or reserved powers;
- adopting a strategic planning process (including setting out and regularly reviewing the mission and the annual and longer-term objectives, approving and monitoring plans to achieve them, and ensuring that corrective action is taken when necessary); and
- approving policies and objectives of the Society’s services and the relevant standards, organisation structure, operation systems and procedures.

2.2 monitoring organisational and managerial performance

- overseeing the appointment, performance evaluation, compensation and dismissal of senior executives;
- ensuring that there is an effective complaint handling system to deal with complaints from staff and/or the public against the Management; and
- ensuring that an effective communication policy is in place for both internal and external communications and that these communications are monitored.

2.3 ensuring that the Society fulfils its objectives of being open, solvent and efficient and works for the best long-term interests of its stakeholders

- ensuring effective systems are in place for the identification and management of risk, internal control and its review, promulgation of codes of conduct and compliance with legal requirements.

- 2.4 ensuring appropriate stewardship of the Society's financial resources
- ensuring the integrity of the Society's financial and non-financial reporting systems and formally approving the budget, financial statements, auditor's report and the annual report;
 - ensuring that public funds and assets are used in an appropriate and transparent manner; and
 - ensuring that the Society complies with any statutory or administrative requirements for the use of public funds and that the board itself operates within the limits of its statutory and/or delegated authority.
- 2.5 ensuring governance effectiveness and continuity
- ensuring that high standards of corporate governance are observed at all times;
 - undertaking periodic self-assessment of performance and effectiveness; and
 - actively identifying potential new Executive Committee Members to ensure continuity and functioning of the Executive Committee.

3. COMPOSITION

- 3.1 According to the Articles of Association, the ExCo shall consist of not more than twenty-five (25) or not less than nine (9) members who shall be elected by ordinary resolution passed at annual general meeting of the Society. An Executive Committee Member shall be an ordinary member of the Society.
- 3.2 The ExCo shall immediately after their election and at their first meeting elect from amongst themselves a Chairperson and 1 or more Vice-Chairpersons. The maximum number of Vice-Chairpersons may be fixed by the ExCo from time to time.
- 3.3 The Chairperson so elected by the ExCo shall serve for a term of 2 years. No ExCo Member of the Society is entitled to be re-elected as the Chairperson immediately after 3 consecutive terms as the Chairperson of the ExCo, exclusive of the period served as an ExCo Member before being elected as a Chairperson. However, he/she may stand for election as a Chairperson again after lapse of 1 year.
- 3.4 To enhance diversification of membership in achieving the purposes of the ExCo in a professional manner, the membership of ExCo shall include various professionals from different disciplines. The ExCo must ensure that it continues to have the right mix of skills needed to fulfill its roles of strategic guidance and oversight.
- 3.5 The ExCo Members shall hold office for a term of 2 years until the conclusion of second annual general meeting following their election or re-election. An ExCo Member shall be eligible for re-election after expiring of his term of office, provided that no ExCo Member is entitled to be re-elected as an ExCo Member

immediately after 5 consecutive terms as an ExCo Member. However, he/she may stand for election as an ExCo Member again after lapse of 1 year.

4. MEETING

- 4.1 The ExCo shall meet not less than 4 times a year and 7 day's prior notice of the meeting shall be given.
- 4.2 The quorum necessary for the transaction of the business of the Executive Committee shall be 5 Executive Committee Members or one-third of the total number of Executive Committee Members, whichever is the less. Members' participation in meeting through audio or video conferencing will be accepted and shall be counted in the quorum.
- 4.3 Each Member, except co-opt members, observers and ex-officio members, is entitled to one vote at the meetings. In case of an equality of votes, the Chairperson shall have a casting vote.
- 4.4 Senior executives of the Society will attend meetings as non-voting ex-officio members of the ExCo.
- 4.5 If in the opinion of the Chief Executive Officer that the presence of any individual executive or staff member would facilitate the conduct of a meeting, he/she may be invited to attend the meeting, with prior approval of the Chairperson of the ExCo.
- 4.6 All rules and regulations governing the conduct of the Society committee meetings, are also applicable to ExCo, unless explicitly stated otherwise.

香港復康會
任命與權責章則
執行委員會

1. 目的

執行委員會負責香港復康會(“復康會”，如適用，包括其公司集團)的管治，通過有效管理落實推行本會的使命和政策，確保有需要人士獲得適當的服務。

2. 職責

執行委員會的主要職責為：

2.1 為復康會提供策略指引、領導及機構方向

- 建立及維持與時並進的授予或保留權力的架構；
- 訂立策略計劃的程序(包括訂立及定期檢視使命、年度及長期目標，通過及監察計劃，並確保有需要時採取適當的修正行動)；及
- 批核復康會服務的政策和目標以及相關的標準、組織架構、運作系統和程序。

2.2 監察機構行政及管理績效

- 監督高層人員的任命、表現評核、補償及解僱；
- 確保投訴處理制度能有效受理員工及公眾對管理層的投訴；及
- 確保制定有效的溝通政策以適當處理對內及對外的溝通。

2.3 確保復康會為一所公開和有效率，並能履行財務責任的機構，並對持份者作出長遠最有利的安排

- 確保訂定有效的制度進行以下工作：識別及管理風險、內部監控及檢討、頒布工作守則及遵守法例要求。

2.4 適當管理復康會的財務資源

- 確保財務及非財務報告制度健全完整，運用正式程序批核財務預算、財務報表、核數師報告及年報；
- 適當運用公帑及公共資產並保持透明度；及
- 確保復康會遵守法定條例並符合相關的津助規管要求，以及執行委員會在法定和授予的權力範圍之內運作。

2.5 確保管治的成效及延續性

- 維持高水平的機構管治；
- 定期自我評估表現和效能；
- 積極委任新成員加入執行委員會，確保執行委員能持續並有效地運作。

3. 組成

- 3.1 按復康會章程，執行委員會由不少於九人但不多於二十五人組成，執行委員會成員於周年大會上透過普通決議案選出。
- 3.2 獲選出的執行委員會成員須在首次會議中選出一名主席、一或多名副主席。執行委員會需適時檢討副主席的最高人數。
- 3.3 執行委員會主席任期為兩年。任何委員在連任主席三屆後，不能立即再次當選主席。惟於停任一年後，可於周年大會中獲選後再度出任主席。
- 3.4 為確保委員會成員組合的多元化，成員應包括來自不同行業的專業人士，以確保執行委員會具備適當的才能與經驗，提供策略指引及領導。
- 3.5 執行委員會可以通過委任增選委員，惟增選委員在會議中並無投票權。
- 3.6 執行委員會委員任期兩年，直至獲選/重選後的第二屆周年大會結束止。完成任期後，委員可於周年大會上被重選，惟連任不可超可五屆；委員於停任一年後，可於周年大會中獲選後再度出任委員。

4. 會議

- 4.1 執行委員會每年應召開最少四次會議，並須於會議舉行前七日發出通知。
- 4.2 會議的法定人數為五名成員或全體人數的三分之一，以較低者為準。會議允許委員以語音或視像參與，並視作法定人數計算。
- 4.3 每位成員，除增選成員、觀察員及當然成員外，各自擁有一票的表決權。當票數均等時，執行委員會主席擁有決定票。
- 4.4 復康會高級管理人員為無投票權之當然成員。
- 4.5 在執行委員會主席同意下，復康會總裁可邀請個別員工列席會議，以促進會議進行。
- 4.6 除另有訂明外，執行委員會須遵守《委員會管治章則》。