

CRANFORD HOSPICE BOARD

CHARTER



PREAMBLE

Cranford Hospice was created by the people of Hawke's Bay for the people of Hawke's Bay. Twenty-eight years ago Cranford Hospice was born from a need, an idea and gifts of money and time. That community spirit has been at its core ever since.

In 1982 Presbyterian Support Services Association (PSSA) purchased the former Cranford Hospital and committed to the establishment of a hospice. From the opening day on 8 August 1982, the project was a partnership with the Hawke's Bay community. Presbyterian Support East Coast (previously PSSA) have continued to underwrite running costs and maintained a policy of investing additional Cranford Hospice donations and bequests to allow the capital amounts to grow and ensure the sustainability of hospice services.

The journey of Cranford Hospice has taken it from a small service on the fringe of the health system to the Cranford of today where most patients are cared for in their own homes. The integrated model of palliative care requires Cranford Hospice to work in partnership with other health providers.

Over time there have been many new developments researched and implemented at Cranford Hospice. Throughout there has been partnership between Presbyterian Support East Coast (PSEC) and Cranford Hospice staff, the Hawke's Bay community, other health professionals, Hawke's Bay District Health Board (HBDHB) and the government. Over the decades, with their challenges, setbacks and achievements, all people and organizations involved in Cranford Hospice have shared the ideal of optimising care for patients with life-limiting illness. Also paramount has been meeting the social, cultural and spiritual needs of patients, their whanau and family, in order to achieve the Cranford Hospice goal of best quality outcomes.

More recent events have identified a need to review the governance structures of Cranford Hospice, to ensure the needs of patients, whanau and families continue to be met and that Cranford Hospice continues to receive the full confidence and support of the Hawke's Bay community and the HBDHB. A Cranford Governance Development Group was established to undertake this review. This Group was chaired by the HBDHB Commissioner and included the Mayors of Napier City and Hastings District, two HBDHB members, a General Practitioner, a nursing representative and two PSEC members. This charter reflects the outcome of the consultation and decision making processes undertaken by this Group.

The purpose of this charter is to set out the structures and processes through which Cranford Hospice will be governed and managed in the future. It reflects the principles required for an enduring partnership to meet the specific needs of Cranford Hospice.

These principles include:

1. A separate Board known as the Cranford Hospice Board will oversee the direction and operation of Cranford Hospice;
2. The Cranford Hospice Board will operate in a spirit of partnership between the wider Hawke's Bay community, PSEC, HBDHB and other relevant health providers;
3. PSEC will continue to own and underwrite the operations of Cranford Hospice.

CHARTER

Table of Contents

1	INTERPRETATION	5
2	MANDATE	6
3	ROLE OF THE CRANFORD HOSPICE BOARD	6
4	RELATIONSHIP WITH STAKEHOLDERS	7
5	CONSTITUTION OF CRANFORD HOSPICE BOARD	8
	5.1 Chairperson.....	8
	5.2 Membership of the Cranford Hospice Board	8
	5.3 Qualities of Members	9
	5.4 Tenure.....	9
	5.5 Cessation of Office	10
	5.6 The Secretary.....	10
6	PROCEEDINGS OF CRANFORD HOSPICE BOARD	11
	6.1 Cranford Hospice Board Procedures.....	11
	6.2 Resolution Without Meeting.....	13
	6.3 Cranford Hospice Board Committees.....	13
	6.4 Cranford Hospice Board Evaluations	14
	6.5 Contracting and Remuneration.....	14
7	PATRONS	14
8	STAKEHOLDER SUPPORT	14
	8.1 Corporate Support.....	14
	8.2 Clinical Support	15
	8.3 Community Support.....	16
9	CAPITAL EXPENDITURE	16
10	INDEMNITIES AND INSURANCE	16
11	CRANFORD HOSPICE BOARD - MANAGEMENT RELATIONSHIP	17
	11.1 Position of Cranford Hospice Manager.....	17
	11.2 Accountability of Cranford Hospice Manager to Cranford Hospice Board	18
	11.3 Management Obligations	18

CRANFORD HOSPICE GOVERNANCE BOARD CHARTER

1 *INTERPRETATION*

“**Chairperson**” means the chairperson of the Cranford Hospice Board.

“**Cranford Hospice Board**” means the board of governance of Cranford Hospice, acting under delegated authority of PSEC.

“**Cranford Hospice**” means all of the palliative care services provided by PSEC, whether or not under the DHB Contract and wherever they be delivered.

“**Cranford Hospice Assets**” means any PSEC asset put to the use of Cranford Hospice.

“**Cranford Governance Development Group**” means the working Group appointed in June 2010 by the DHB and PSEC to review governance of Cranford Hospice.

“**Cranford Hospice Manager**” means the person or persons employed by PSEC to manage Cranford Hospice, but who is/are not the CEO of PSEC.

“**Cranford Hospice Staff**” means all PSEC staff exclusively engaged on Cranford Hospice matters.

“**DHB**” means the Hawke’s Bay District Health Board.

“**DHB Chairperson**” means the chairperson of the DHB.

“**DHB Contract**” means the contract between the DHB and PSEC by which PSEC provides palliative care services.

“**Management Obligations**” means the Cranford Hospice Manager’s obligations as set out in paragraph 11.3.

“**Mayors**” means the mayors of Hastings District and Napier City.

“**Members**” means members of the Cranford Hospice Board.

“**PSEC**” means the board of governance of Presbyterian Support East Coast.

“**PSEC Chairperson**” means the chairperson of PSEC.

“**Stakeholders**” means patients, their families, PSEC staff who work on Cranford Hospice matters, donors, the DHB, Iwi, PSEC, volunteers and the Gisborne Hawke’s Bay Presbytery and its parishes and any Presbyterian Parish within the PSEC boundaries.

2 MANDATE

- (1) The Cranford Hospice Board operates under the delegated authority of PSEC, to fulfil the role outlined in this charter, with the powers and responsibilities and subject to the limitations in this charter.
- (2) The Cranford Hospice Board is empowered to develop plans, strategies, processes and policies to fulfil its role, provided these are consistent with the purpose, vision and values of PSEC.
- (3) The strategic plans and annual budgets for Cranford Hospice shall be approved by PSEC, as will any capital expenditure requirements and/or deposits or withdrawals from reserve funds.
- (4) The Cranford Hospice Board shall ensure all donations, bequests and other funds raised specifically for Cranford Hospice are applied as reasonably specified by donors and for the benefit of Cranford Hospice.

3 ROLE OF THE CRANFORD HOSPICE BOARD

- (1) The role of the Cranford Hospice Board is to ensure that the Cranford Hospice services and the interests of the Stakeholders are protected at all times and enhanced wherever possible.
- (2) The Cranford Hospice Board must determine, develop and ensure the implementation of the following elements in relation to Cranford Hospice, subject to its legal obligations and responsibilities:
 - i. Strategic direction
 - ii. Policy formulation
 - iii. Performance monitoring
 - iv. Patient safety and clinical quality of care
 - v. Risk management and control
 - vi. Stewardship
 - vii. Compliance with legislative and contractual requirements
- (3) More particularly, the Cranford Hospice Board must direct, and supervise the management of Cranford Hospice by:
 - i. ensuring that a strategic plan is maintained and that strategies and policies are in place for achieving the goals and objectives contained therein;
 - ii. ensuring that clinical services are delivered in a safe and effective manner in compliance with all relevant clinical standards;

- iii. ensuring that all significant complaints and sentinel events are appropriately investigated and responded to and that all appropriate follow up or consequential actions are completed;
 - iv. ensuring that the DHB Contract is fully and effectively performed by both parties;
 - v. developing and maintaining a high level of community confidence and support for Cranford Hospice;
 - vi. appointing the Cranford Hospice Manager, setting and reviewing the terms of his or her employment contract, monitoring his or her performance and, where necessary, terminating his or her employment with PSEC;
 - vii. directing the Cranford Hospice Manager to determine the assets and financial provision necessary to perform, protect, maintain and develop Cranford Hospice by way of annual budgets and financial reports to be approved by PSEC;
 - viii. ensuring that PSEC's financial statements, to the extent that they account separately for Cranford Hospice activities, are true and fair and otherwise conform with law;
 - ix. reporting to PSEC on a monthly or two monthly basis as appropriate, by way of minutes and board papers from Cranford Hospice Board meetings and monthly financial reports; and
 - x. ensuring that the Cranford Hospice Manager observes the Management Obligations.
- (4) The Cranford Hospice Board must ensure that the activities of Cranford Hospice are conducted efficiently and ethically and in a manner consistent with the cultural and spiritual needs of the community of Hawke's Bay.

4 *RELATIONSHIP WITH STAKEHOLDERS*

- (1) The Cranford Hospice Board must use its best endeavours to familiarise itself with issues of concern to Stakeholders.
- (2) The Cranford Hospice Board must regularly evaluate economic, political, social, spiritual and legal issues and any other relevant external matters that may influence or affect the development of Cranford Hospice or the interests of Stakeholders and, if thought appropriate, may take outside expert advice on these matters.

5 CONSTITUTION OF CRANFORD HOSPICE BOARD

5.1 Chairperson

- (1) The Chairperson represents the Cranford Hospice Board to Stakeholders.
- (2) The Chairperson must:
 - i. maintain regular dialogue with the Cranford Hospice Manager over all operational matters; and
 - ii. consult with the remainder of the Cranford Hospice Board promptly over any matter that gives him or her cause for major concern.
- (3) The Chairperson must facilitate meetings of the Cranford Hospice Board to ensure that no Member dominates discussion, that appropriate discussion takes place and that relevant opinion among Members is forthcoming.
- (4) The Chairperson must ensure that Cranford Hospice Board procedures are followed, that the applicable PSEC rules and policies for the conduct of the affairs of the Cranford Hospice Board are complied with and that the Cranford Hospice Board is efficiently operated and maintained.
- (5) The Cranford Hospice Board may appoint one of its members to be the Deputy Chairperson.

5.2 Membership of the Cranford Hospice Board

- (1) The Cranford Hospice Board shall comprise seven Members, being:
 - i. a Chairperson; and
 - ii. two community representatives; and
 - iii. two clinical representatives, one with a medical background and one with a nursing background; and
 - iv. two PSEC representatives.
- (2) The two Members representing PSEC shall be nominated and formally appointed by PSEC.
- (3) The five other Members, being the Chairperson and the two clinical and two community representatives, shall be formally appointed by PSEC following agreement between the DHB and PSEC on nominations submitted by:
 - i. The Cranford Governance Development Group for initial members
 - ii. The Cranford Hospice Board for subsequent members

- (4) The Cranford Hospice Board may at any time co-opt up to two additional Members for terms of up to two years for the purpose of addressing specific issues.
- (5) For the avoidance of the perception of conflicts of interest, members may not be current DHB Board members, or members of the executive management team of the DHB.

5.3 Qualities of Members

- (1) The relevant knowledge, skills, experience and attributes expected of a Member include a significant number of the following:
 - i. medical, nursing, pharmacological, business, or professional sector experience at a senior management, clinical care, or governance level
 - ii. financial skills and knowledge, including business or accounting qualifications
 - iii. leadership qualities and experience
 - iv. strategic thinking abilities
 - v. analytical abilities
 - vi. the ability to synthesise diverse information
 - vii. a willingness and ability to work cooperatively with other Members and the Cranford Hospice Manager
 - viii. the ability to provide the Cranford Hospice Board with knowledge and understanding of local Māori needs and perspectives
 - ix. a commitment to Cranford Hospice
 - x. sound, practical sense
- (2) Unless it is necessary for the proper governing of Cranford Hospice that it be otherwise, a Member must have strong and demonstrable links to, and preferably reside within, the geographic region within which Cranford Hospice operates.

5.4 Tenure

- (1) It is desirable that the tenure of the Members is staggered so that they retire in rotation and continuity of the Cranford Hospice Board is ensured.
- (2) The term of office for the Chairperson shall be three years.
- (3) The first terms of office for other Members shall be for a minimum of two years, thereafter the terms shall be three years.

- (4) From then on approximately one third of members shall retire by rotation.
- (5) The Cranford Hospice Board shall agree a process for retirement.
- (6) Any retiring member is eligible for reappointment.
- (7) No member may be appointed for more than an aggregate of nine years.
- (8) The appointment and reappointment of Members shall be in writing and shall state the length of the term.

5.5 Cessation of Office

- (1) A Member ceases to hold office if he or she:
 - i. resigns by notice in writing delivered to the Chairperson (or in the case of resignation by the Chairperson, to the Chairperson of PSEC); or
 - ii. has, without the prior permission of the Chairperson, failed to attend Cranford Hospice Board meetings for more than three consecutive meetings; or
 - iii. becomes bankrupt, makes an arrangement or composition with his or her creditors, or goes into voluntary administration; or
 - iv. dies or becomes of unsound mind or is subject to a property order under the Protection of Personal and Property Rights Act 1988; or
 - v. is removed from office under paragraph 5.5(2).
- (2) PSEC may by resolution remove a Member from office for good cause in agreement with the DHB after giving the Member;
 - i. reasonable notice in writing with the grounds on which PSEC intend to consider doing so; and
 - ii. a reasonable opportunity to appear at a PSEC meeting and make representation to representatives of PSEC either personally or with the assistance of another person.
- (3) The agreement of the DHB shall not be required for PSEC representatives.

5.6 The Secretary

- (1) The secretary to PSEC shall also be the secretary to the Cranford Hospice Board.
- (2) All Members, particularly the Chairperson, may have access to the advice and services of the secretary for the purpose of the Cranford Hospice Board's affairs.

6 PROCEEDINGS OF CRANFORD HOSPICE BOARD

6.1 Cranford Hospice Board Procedures

- (1) The conduct of Members must be consistent with their duties and responsibilities to the Cranford Hospice Board and, indirectly, to Stakeholders. The Cranford Hospice Board must be disciplined in carrying out its role, with the emphasis on strategic issues and policy. Members must always act within any limitations of the Cranford Hospice Board's delegated authority and any further limits imposed by the Cranford Hospice Board on its activities or found otherwise at law.
- (2) Members must use their best endeavours to attend Cranford Hospice Board meetings and to prepare thoroughly. Members must participate fully, frankly and constructively in Cranford Hospice Board discussions and other activities to bring the benefit of their particular knowledge, skills and abilities to the Cranford Hospice Board table. Members unable to attend a meeting must advise the Chairperson at the earliest date possible. Where a Member is aware that they will be away for two or more consecutive Cranford Hospice Board meetings, they must seek a leave of absence from the Chairperson. Members appointed by PSEC who are unable to attend a particular Cranford Hospice Board meeting may, by prior arrangement with the Chairperson, arrange for a PSEC member to attend a meeting in his or her place.
- (3) Cranford Hospice Board discussions must be open and constructive, recognising that genuinely held differences of opinion might bring greater clarity and lead to better decisions. The Chairperson must, nevertheless, seek a consensus in the Cranford Hospice Board but may, where considered necessary, call for a vote. Each Member shall have one vote. The Chairperson shall not have a casting vote.
- (4) All discussions and their record must remain confidential to the Members and to PSEC unless there is specific direction from PSEC or the Cranford Hospice Board to the contrary, or disclosure is required by law. Subject to legal or regulatory requirements the Cranford Hospice Board may decide the manner and timing of the publication of its decisions.
- (5) The Cranford Hospice Board has sole authority over its agenda and exercises this through the Chairperson. Prior to a meeting any Member may, through the Chairperson, request the addition of a significant item to the agenda. The agenda must be set by the Chairperson in consultation with the Cranford Hospice Manager and the Secretary.
- (6) The Cranford Hospice Board must hold regular meetings, at least every second month, and may hold additional meetings as the occasion requires. At each regular meeting the Cranford Hospice Board must consider:
 - i. a report co-ordinated by the Cranford Hospice Manager including financial, clinical and operational issues of relevance to

the Cranford Hospice Board together with progress in achieving the Strategic Plan; and

- ii. specific proposals for capital expenditure and acquisitions.
- (7) Additionally the Cranford Hospice Board must, at least yearly:
- i. review the strategic plan;
 - ii. consider any major issues and opportunities for Cranford Hospice;
 - iii. review the strategies for achieving the strategic plan;
 - iv. review the register of Cranford Hospice Board policies;
 - v. comment upon the PSEC annual budget, to the extent that it concerns Cranford Hospice;
 - vi. approve the PSEC annual financial statements to the extent that they separately record the activities of Cranford Hospice;
 - vii. approve the annual report to the extent that it deals with Cranford Hospice;
 - viii. review the performance of, necessity for, and composition of Cranford Hospice Board committees;
 - ix. undertake Cranford Hospice Board evaluations;
 - x. review the Cranford Hospice Manager's performance and remuneration and set his or her remuneration for the next year after consultation with PSEC;
 - xi. review remuneration policies and practices for other Cranford Hospice Staff and make recommendations concerning the same to PSEC;
 - xii. review risk assessment policies and controls including insurance covers and compliance with legal and regulatory requirements; and
 - xiii. review any relevant code of conduct and ethical standards developed.
- (8) Any two Members may request the Chairperson to summon a meeting of the Cranford Hospice Board for a specified purpose and on receiving such a request the Chairperson must summon the meeting to be held within 14 days after the request and inform Members of the purpose of the meeting.
- (9) The quorum for the Cranford Hospice Board is four members.
- (10) It is not necessary for a notice of a meeting of the Cranford Hospice Board to be given to a Member who is absent from New Zealand.

- (11) Members may have access, at all reasonable times, to all relevant information and to the Cranford Hospice Manager.
- (12) As a matter of courtesy Members must advise the Chairperson, prior to a meeting, of any contentious or significant issues which they wish to raise at that meeting.
- (13) Members of the Cranford Hospice Board may attend any meetings of the PSEC Audit Committee in relation to any matter that affects Cranford Hospice. Such attendance shall be on the basis of an entitlement to full participation in such audit committee meetings, except that there shall be no entitlement to vote.
- (14) In making policy the Cranford Hospice Board may not reach specific decisions unless it has considered the more general principles upon which they are founded, and in reaching other specific decisions the Cranford Hospice Board must consider and be consistent with PSEC policies.
- (15) The Cranford Hospice Board may arrange electronic communication facilities under which Members may be deemed to be present in person at Cranford Hospice Board meetings, so long as those facilities are such that Members may effectively participate and vote.
- (16) To the extent that the procedure of the Cranford Hospice Board is not provided for by this charter the Cranford Hospice Board may determine its own procedures.

6.2 Resolution Without Meeting

- (1) A resolution in writing signed by each Member entitled to receive notice of Cranford Hospice Board meetings is as valid and effectual as if it had been passed at a meeting or attendance of the Cranford Hospice Board.
- (2) The signatures of Members need not be on the same copy of the resolution.

6.3 Cranford Hospice Board Committees

- (1) Cranford Hospice Board committees may be formed only when it is necessary to facilitate efficient governance of Cranford Hospice.
- (2) The Cranford Hospice Board must annually review the need for and terms of reference of committees. Following consultation the Chairperson must authorise the composition and chair of each committee.
- (3) Cranford Hospice Board committees must observe the same rules of conduct and procedure as the Cranford Board unless the Cranford Hospice Board determines otherwise.
- (4) Cranford Hospice Board committees may only represent the Cranford Hospice Board when so authorised. The authority conferred on a

Cranford Hospice Board committee may not derogate from the authority delegated to the Cranford Hospice Manager.

- (5) Cranford Hospice Board committees may only make recommendations to the Cranford Hospice Board and may not exercise the authority of the Cranford Hospice Board.

6.4 Cranford Hospice Board Evaluations

- (1) The Cranford Hospice Board must evaluate its own performance, and its own processes and procedures yearly to ensure that without undue complexity they materially assist the Cranford Hospice Board to fulfil its role.

6.5 Contracting and Remuneration

- (1) Because a conflict of interest (actual or perceived) might be created, Members may not personally provide business or professional services to Cranford Hospice.
- (2) Notwithstanding the general rule, Cranford Hospice Board may engage the services of other members of a Member's organisation provided the terms of engagement are competitive, are clearly recorded and all legal and policy requirements for disclosure of the engagement are properly observed.
- (3) Members will not be remunerated for their time, but will be reimbursed for reasonable expenses incurred in meeting their responsibilities as members.

7 PATRONS

- (1) The Cranford Hospice Board may appoint one or two "Patron(s) of Cranford Hospice".
- (2) A patron shall act as a figurehead for Cranford Hospice and, if the Cranford Hospice Board requests, as a sounding board for the Cranford Hospice Board.
- (3) The term of a patron's appointment shall be one year. The Cranford Hospice Board may reappoint a patron as many times as it wishes.
- (4) The role of patron shall not be remunerated and no patron may bind the Cranford Hospice Board or PSEC in any way.

8 STAKEHOLDER SUPPORT

8.1 Corporate Support

- (1) PSEC shall arrange the provision of corporate support services to Cranford Hospice, including:

- i. Compliance – including ACC, financial reporting standards, annual auditing, IRD and Charities Commission.
 - ii. Administrative support - including, payroll, accounting, “back office” and secretarial.
 - iii. Fund raising – direct and indirect support to specific Cranford Hospice fundraising activities.
 - iv. HR – including policies, guidance, contract processes, MECA negotiations and liaison with unions.
 - v. Maori cultural liaison and support to assist in meeting the palliative care needs of Maori.
 - vi. Research and evaluation.
 - vii. Service development analysis and consultation.
 - viii. Property and equipment maintenance and services.
- (2) The basis and quantum of any internal cost allocation to Cranford Hospice for any of the above corporate support services shall be agreed between PSEC and the Cranford Hospice Board.
- (3) In the unlikely event that PSEC and the Cranford Hospice Board cannot agree on some or all of the proposed internal cost allocations, PSEC external auditors shall be requested to advise on what would constitute a “fair and reasonable” charge for such services. PSEC and the Cranford Hospice Board shall then implement this advice.

8.2 Clinical Support

- (1) The DHB shall provide access to a range of clinical support services to Cranford Hospice, including:
- i. Clinical governance and leadership – Cranford Hospice clinical staff will have access to and be aligned with DHB wide clinical governance and leadership structures.
 - ii. Clinical networks – particularly for medical, nursing and allied health professionals working in palliative care.
 - iii. Clinical training and development – including DHB sponsored courses, seminars and workshops as well as secondments and mentoring.
 - iv. Clinical quality standards, policies, protocols, processes – Cranford Staff may request and utilise copies and advice on any existing DHB documentation.
 - v. Clinical staff recruitment – utilising DHB processes, resources and contacts.

- (2) Given that much of this support will be provided by the DHB as part of its district wide responsibilities to the Hawke's Bay health sector generally, there will normally be no charge to Cranford Hospice for access to these services. Where significant specific support from the DHB is requested by the Cranford Hospice Board or Manager however, resulting in either a significant direct or indirect cost to the DHB or where a recognised fee arrangement already exists, the basis of a charge from the DHB to the Cranford Hospice Board may be agreed before the service is provided.
- (3) The DHB and the Cranford Hospice Board may agree from time to time to jointly appoint to a clinical position or agree on some rotational appointments which will provide services to both the DHB and Cranford Hospice. A cost sharing arrangement for such appointments shall be agreed between the DHB and the Cranford Hospice Board.

8.3 Community Support

- (1) It is acknowledged that there are a significant number of individuals and groups within the Hawke's Bay community who provide invaluable financial, physical, spiritual, emotional and general support to the activities of Cranford Hospice. It is vital to the ongoing sustainability of Cranford Hospice that this level of community support is maintained and, where possible, confidence and support for Cranford Hospice is enhanced.
- (2) The Cranford Hospice Board will ensure that effective performances, communications and relationships are developed and maintained to assist with achieving this level of confidence and support.

9 CAPITAL EXPENDITURE

- (1) Any proposed unbudgeted capital expenditure by the Cranford Hospice Board must be considered by the PSEC Audit Committee for approval by PSEC.

10 INDEMNITIES AND INSURANCE

- (1) PSEC shall indemnify Members for any costs incurred by them in any proceeding:
 - i. that relates to liability for any act or omission in his or her capacity as a Member; and
 - ii. in which judgment is given in his or her favour, or in which he or she is acquitted, or which is discontinued.
- (2) PSEC shall indemnify all Members in respect of:
 - i. liability to any person other than PSEC for any act or omission in his or her capacity as a Member; or

- ii. costs incurred by that Member in defending or settling any claim or proceeding relating to any such liability

except for criminal liability or liability in respect of a breach of fiduciary duty owed to the Cranford Hospice Board or PSEC.

- (3) PSEC may effect and pay for insurance for a Member in respect of any liability or costs of a kind referred to in paragraphs 10(1) and 10(2).

11 CRANFORD HOSPICE BOARD - MANAGEMENT RELATIONSHIP

11.1 Position of Cranford Hospice Manager

- (1) The Cranford Hospice Board shall link its governance functions to the staff working in Cranford Hospice through the Cranford Hospice Manager.
- (2) All Cranford Hospice Board authority conferred on staff working in Cranford Hospice shall be delegated through the Cranford Hospice Manager so that the authority and accountability of those is considered to be the authority and accountability of the Cranford Hospice Manager so far as the Cranford Hospice Board is concerned. The Cranford Hospice Board must approve the levels of sub-delegation immediately below the Cranford Hospice Manager.
- (3) The Cranford Hospice Board must, following proper consultation with the Cranford Hospice Manager, set specific management goals. This will usually take the form of an annual performance contract under which the Cranford Hospice Manager is authorised to make any decision and take any action within the Management Obligations, directed at implementing the strategic plan.
- (4) Between Cranford Hospice Board meetings the Chairperson must maintain a strong link between the Cranford Hospice Board and the Cranford Hospice Manager, ensure that he or she is fully informed by the Cranford Hospice Manager on all important matters, and be available to the Cranford Hospice Manager to provide counsel and advice where appropriate.
- (5) If Members have issues relating to management they must discuss these with the Chairperson before any further action is taken. Any further action may only be through the Chairperson and/or the Cranford Hospice Manager.
- (6) Except where the Cranford Hospice Board specifically authorises a Member or committee to instruct the Cranford Hospice Manager directly, only decisions of the Cranford Hospice Board acting as a body are binding on the Cranford Hospice Manager.

11.2 Accountability of Cranford Hospice Manager to Cranford Hospice Board

- (1) The Cranford Hospice Manager shall report directly to the Cranford Hospice Board, and is accountable for the achievement of the strategic plan and the observation of the Management Obligations.
- (2) At each of its regular meetings the Cranford Hospice Board should expect to receive from or through the Cranford Hospice Manager:
 - i. the operational and other reports and proposals referred to in paragraph 6.1(6); and
 - ii. such assurances as the Cranford Hospice Board considers necessary to confirm that the Management Obligations are being observed.

11.3 Management Obligations

- (1) The Cranford Hospice Manager must:
 - i. act within all specific or implied authorities delegated to him or her by the Cranford Hospice Board.
 - ii. not allow any practice, activity or decision that is contrary to the mission and values of PSEC, commonly accepted good business practice, or professional ethics.
 - iii. allocate the capital and resources made available by PSEC and/or the Cranford Hospice Board to optimise the strategic plan.
 - iv. consult with the PSEC CEO as part of ensuring that the Cranford Hospice strategic plan is consistent with the PSEC strategic plan..
 - v. work collaboratively with the PSEC CEO to arrive at annual and monthly budgets and the production of financial reports for approval by the Cranford Hospice Board and PSEC.
 - vi. work collaboratively with PSEC executive staff and utilise PSEC resources in relation to accounting, payroll, human resources, fund raising, compliance and administration support, property maintenance and cultural matters.
 - vii. not allow any action without taking into account the health, safety, environmental and political consequences and their effect on the long-term welfare of Cranford Hospice.
 - viii. not cause or permit any unauthorised expenditure.
 - ix. adequately maintain and protect the Cranford Hospice Assets, and ensure that they are not unnecessarily placed at risk.

- x. ensure that employees and other parties working for Cranford Hospice are treated with dignity and fairness, and that their working environment is safe.
- xi. perform all other duties outlined in the Cranford Hospice Manager's employment agreement.