

## BOARD OF DIRECTORS

### Terms of Reference

#### **1. Purpose**

- 1.1. The Board of Directors (the "Board") is collectively responsible for overseeing the Company to ensure it meets its objectives and complies with relevant governing instruments, laws, and regulations.
- 1.2. The Terms of Reference assist the Board and management in identifying a clear division of responsibilities.

#### **2. Mandate**

- 2.1. The Board may exercise all powers of the Company, subject to compliance to its governing instruments, as well as relevant laws and regulations.
- 2.2. The Board's Terms of Reference shall be subjected to prevailing governing instruments, applicable laws, and regulatory guidelines.
- 2.3. The Board may delegate powers and authorities to any committee, task force or persons via a Board resolution but shall remain fully accountable for the Company.
- 2.4. The Board authorises the management to manage the day-to-day operations of the Company in accordance with the directions set out by the Board.
- 2.5. The Board shall appoint the internal and external auditors of the Company, or any other professional advisers where appropriate and necessary.

#### **3. Roles and Responsibilities**

- 3.1. The Board shall advise the management team on the strategies for the achievement of the Company's objectives. These strategies are implemented by the management and overseen by the Board.
- 3.2. The Board shall determine the Company's risk appetite, risk tolerance and shall identify, monitor, review and address the Company's key risks, at least once every year.
- 3.3. The Board shall ensure that management has put in place strong internal controls with documented procedures over financial, operational, compliance, and information technology aspects.
- 3.4. The Board shall approve key policies to guide the operating activities of the Company.
- 3.5. The Board shall review and approve the capital and operating budgets and plans prepared by management, and regularly monitor the expenditure and outcomes of these plans.
- 3.6. The Board shall review and approve financing options presented by the management.

#### **4. Composition**

- 4.1. The Board shall be of an appropriate size and comprise of directors with a collective mix of appropriate skillsets, independence, and diversity, to allow the Board to discharge its duties effectively.
- 4.2. The Board should be made up of at least three directors, as required under the Charities Regulations. In addition, the Regulations require at least two directors to be Singapore citizens or permanent residents.
- 4.3. The number of non-executive Directors on the Board should be the higher of three and such number that would allow the non-executive Directors to make up the majority of the Board.
- 4.4. The Board should appoint a Board Chairperson, Secretary and Treasurer. The Chairperson of the Board should be independent and not be the same person as the Chief Executive Officer. The Treasurer should also not Chair the Audit Committee.

## **5. Nomination and Appointment**

- 5.1. The Board shall review the Board composition, at least once annually, or as necessary, to ensure that the Board has a majority of independent directors and the required expertise within the Board.
- 5.2. The term of appointment for all Directors stands at 3 years. All Directors are required to submit themselves for re-nomination and re-election at regular intervals and at least once every 3 years.
- 5.3. The term limit for all Director is set at 10 consecutive years. Re-appointment to the Board can be considered after at least a two-year break. If a Director is to be re-appointed beyond 10 years, he or she will be re-appointed at the AGM with justification made to the Members of the Company.
- 5.4. The Board shall actively plan for the succession of key office bearers such as the Chairperson, the Treasurer and the Chief Executive Officer. Succession plan will be documented and submitted to necessary authorities, where required.
- 5.5. The Board may establish a Nomination Committee to assist the Board in facilitating a formal and transparent process in the appointment and reappointment of Directors.

## **6. Meeting**

- 6.1. The Board should meet at least four times a year. Dates of Board meeting will be provided one year in advance, if practicable.
- 6.2. Directors should make every effort to attend all Board meetings.
- 6.3. Participation will usually be in person, but as determined by the Chairperson, a Director may participate by telephone or video conferencing and will be deemed to be present.
- 6.4. Fourteen calendar days' notice, or such shorter notice as may be agreed by the Board, shall be given by the Chief Executive Officer or Chief Secretary to the intended attendees of the meeting, specifying the agenda, time, and venue of the Board meeting.
- 6.5. The quorum for a Board meeting is the majority number of Board Members.
- 6.6. Non-Directors would not count towards the quorum.

- 6.7. Where a Director has excused himself or herself from any part of the meeting, the Director shall not be counted in the quorum for that part of the meeting.
- 6.8. The Chair of the meeting shall be the Board Chairperson. In the absence of the Board Chairperson, a non-executive and independent Director shall be the Chair of the meeting. If there is a Vice-Board Chairperson, he or she would assume the role in the absence of the Board Chairperson.
- 6.9. Minutes and resolutions of all proceedings of the Board meeting shall be recorded by the Chief Secretary or an appointed staff and circulated to the Board.
- 6.10. The minutes of the Board Meeting are to be confirmed by two Directors who attended the meeting at the subsequent Board Meeting.
- 6.11. The minutes and resolutions shall be kept by the Chief Executive Officer or Chief Secretary and made accessible to all Directors.

## **7. Resources**

- 7.1. EXCO and selected staff shall support the Board.

---

## BOARD CHAIR

### Terms of Reference

#### 1. Purpose

- 1.1. The Board Chair is responsible for leading the Board and ensuring that Board discussions are conducted in a constructive manner.

#### 2. Competencies

- 2.1. Be knowledgeable about the Company's cause and the clients it serves, with sound knowledge of its programmes and operations.
- 2.2. Able to demonstrate integrity and strong leadership, advocate of good governance practices, and in compliance with legal and regulatory requirements.
- 2.3. A strategic thinker with a long-term horizon.
- 2.4. A good team-builder - able to engage Board Members, encourage constructive discussions, foster open communication, listen attentively, and provide impartial and objective feedback.

#### 3. Roles and Responsibilities

- 3.1. Provides leadership to the Board, ensures the effective action of the Board in governing and supporting Trybe, and oversees Board affairs. The Chair acts as the representative of the Board as a whole.
- 3.2. Facilitates the Board's role in strategic planning and partners with the Chief Executive Officer in achieving Trybe's objectives and reviews them annually, with necessary updates and reports to the Board.
- 3.3. Ensures that every Board Member is a contributing, engaged, committed, and valued Member of the Board. He/she also evaluates the effectiveness of each of the Board Members and recommends changes to Board Members to enhance the effectiveness of the Board.
- 3.4. Presides over all Board meetings after developing agendas in concert with the Chief Executive Officer.
- 3.5. Ensures that Board matters are handled properly, including preparation of pre-meeting materials, Committees functioning, and recruitment and orientation of new Board Members.
- 3.6. Recommends to the Board, Committees that are to be established and seeks out members for the Committees together with the Board. The Chair also appoints the Chairpersons in consultation with other Board Members. The Chair ensures that the Committee Members fulfil their roles and responsibilities. Where necessary or when invited, the Chair serves ex-officio as a Member of Committees and attends their meetings.
- 3.7. Searches and hires the Chief Executive Officer wherever necessary. He/she convenes Board discussions on evaluating the Chief Executive Officer and negotiating compensation and benefits package and conveys that information to the Chief Executive Officer. He/she also evaluates the performance of the Chief Executive Officer.

- 3.8. Reviews any issues of concern to the Board and discusses issues confronting Trybe with the Chief Executive Officer.
- 3.9. Guides the Company in fundraising activities, financial planning, and programme development and delivery.
- 3.10. Engages the media and the community on behalf of Trybe, together with the Chief Executive Officer, with the assistance of the Corporate Communications Department at Trybe.

#### **4. Appointment**

- 4.1. The term of appointment for the Board Chair is set at 3 years.
- 4.2. The Board Chair may be re-elected into office for a period of not more than 9 consecutive years. Reappointment to the office of the Chair via the Board Meeting will be subject to a lapse of 2 years after the 9 consecutive years.

---

## BOARD TREASURER

### Terms of Reference

#### **1. Purpose**

- 1.1. The Board Treasurer is responsible for the stewardship and fiduciary leadership of the Company.

#### **2. Competencies**

- 2.1. Be knowledgeable about the Company's cause and the clients it serves, with sound knowledge of its programmes and operations.
- 2.2. Be well-versed in accounting and financial management.
- 2.3. Be willing to take responsibility and accountability of the Company's financial matters.
- 2.4. Be able to communicate technical financial concepts and terms in a clear and easily understandable way.

#### **3. Roles and Responsibilities**

- 3.1. The Treasurer will chair the Finance Committee unless decided otherwise by the Board.
- 3.2. Manages the Board's review of, and action related to, the Board's financial responsibilities.
- 3.3. Oversees financial sustainability and ensures sound management and maximisation of cash and investments.
- 3.4. Oversees financial reporting of the Company, ensuring that financial reporting is true and fair, in accordance with the relevant accounting standards, and completed/filed within the legal deadlines.
- 3.5. Ensures that appropriate financial reports are made available to the Board and when required/necessary, reports key financial events, trends, concerns, and assessment of fiscal health to the Board.
- 3.6. Makes recommendations to the Board on whether Trybe should have extraordinary audits and if so, selects and meets with the auditor in conjunction with the Finance Committee if necessary.
- 3.7. Where necessary, the Treasurer may work directly with the Finance Department to develop and implement appropriate financial procedures and systems.

#### **4. Appointment**

- 4.1. The term of appointment for Treasurer is set at 3 years.
- 4.2. The Treasurer may hold office for a period of not more than 4 consecutive years. Re-appointment to the office of the Treasurer will be subjected to a lapse of 2 years.