

BOARD AUDIT COMMITTEE

Terms of Reference

1. Purpose

- 1.1. The Audit Committee is collectively responsible for facilitating the external and internal audit of Trybe Limited, and to provide the Board independent information about Trybe Limited's activities.

2. Mandate

- 2.1. The Audit Committee will be operating under the delegated authority of the Board.
- 2.2. The Audit Committee shall be given access to information of the Company required for it to execute its duties.

3. Roles and Responsibilities

- 3.1. The Audit Committee will conduct periodic internal checks on key processes to ensure compliance with the established procedures, and report to the Board on the findings and recommendations for improvements.
- 3.2. The Audit Committee will analyse and address the risks that are associated with the key processes.
- 3.3. The Audit Committee will oversee regulatory compliance and whistleblower guidelines (where applicable).

4. Composition

- 4.1. The Audit Committee shall be chaired by a Board Member and can consist of Board Members and professionals who are not on the Board.
- 4.2. The Chair of the Audit Committee shall not be the Board Treasurer.
- 4.3. The Audit Committee shall comprise Members with a collective mix of appropriate skillsets, independence, and diversity, to allow the Committee to discharge its duties effectively.
- 4.4. There is no maximum number of members in the committee but there should not be less than two (2) members (including the Committee Chairperson) at all times.

5. Appointment

- 5.1. The Audit Committee will be appointed by the Board.
- 5.2. The term of appointment for all members stands at 3 years, with an option for reappointment for another term or less as determined solely by the Board.
- 5.3. The Board shall review the Audit Committee composition, at least once every three years, or as necessary, to ensure that the Audit Committee has the required expertise to perform its role.

6. Meeting

- 6.1. The Audit Committee should meet at least once a year.
- 6.2. Audit Committee Members should make every effort to attend all meetings.
- 6.3. Participation may be in person or video-conferencing.
- 6.4. Meeting minutes as a record of the actions that the Committee has taken in light of its informed, prudent deliberations and decision making will be circulated to all members two weeks from the meeting. A copy of which will be kept by the Chief Executive Officer or his/her appointed officer for filing.

7. Resources

- 7.1. Head, Corporate Services Division, Head, Finance Department, and selected staff shall support the Audit Committee.

BOARD FINANCE COMMITTEE

Terms of Reference

1. Purpose

- 1.1. The Finance Committee is collectively responsible for financial oversight and governance of the Company.

2. Mandate

- 2.1. The Finance Committee will be operating under the delegated authority of the Board.
- 2.2. The Finance Committee shall be given access to information of the Company required for it to execute its duties.

3. Roles and Responsibilities

- 3.1. The Finance Committee shall review and endorse the Company's Financial Regulations, with documented controls and procedures for financial matters in key areas, including procedures and controls in procurement, receipting, payment processes, as well as system for the delegation of authority and limits of approval in the Company.
- 3.2. The Finance Committee shall review and endorse the capital and operating budgets and plans prepared by the management before presentation to the Board.
- 3.3. The Finance Committee shall review the financial status of the Company and ensure financial sustainability required to carry on the Company's activities for the long term. Where necessary, the Finance Committee guides the management to develop strategies to address financial needs.
- 3.4. The Finance Committee shall ensure the proper accountability of funds and immediately address any financial irregularities or concerns.
- 3.5. The Finance Committee shall ensure that financial reports are true and accurate and contain adequate and necessary information for stakeholders.
- 3.6. The Finance Committee shall review and endorse the Company's Reserves & Investments Policy, with clear and specific guidelines and procedures.
- 3.7. The Finance Committee shall guide the management in the use of investments to contribute to the financial sustainability of the Company and shall review all existing investments at least once a year, or as and when the investment losses reach the defined stop-loss threshold of the Board; to decide if the investment should be withdrawn, reallocated or maintained at status quo.
- 3.8. The Finance Committee will oversee the financial reporting and disclosure process and monitor the choice of accounting policies and principles.
- 3.9. The Finance Committee will review the audit plans and reports of the external auditors and internal auditors and considers the effectiveness of the actions taken by management on the auditors' recommendations.
- 3.10. The Finance Committee will report to the Board of any financial irregularities, concerns, and opportunities; and liaise with auditors on any significant matters arising.

4. Composition

- 4.1. The Finance Committee shall be chaired by a Board Member and can consist of Board Members and professionals who are not on the Board.
- 4.2. The Chair of the Finance Committee is usually the Board Treasurer, unless decided otherwise by the Board.
- 4.3. The Finance Committee shall comprise Members with a collective mix of appropriate skillsets, independence, and diversity, to allow the Committee to discharge its duties effectively.
- 4.4. There is no maximum number of members in the committee but there should not be less than two (2) members (including the Committee Chairperson) at all times.

5. Appointment

- 5.1. The Finance Committee will be appointed by the Board.
- 5.2. The term of appointment for all members stands at 3 years, with an option for reappointment for another term or less as determined solely by the Board.
- 5.3. The Board shall review the Finance Committee composition, at least once every three years, or as necessary, to ensure that the Finance Committee has the required expertise to perform its role.

6. Meeting

- 6.1. The Finance Committee should meet at least twice a year.
- 6.2. Finance Committee Members should make every effort to attend all meetings.
- 6.3. Participation may be in person or video-conferencing.
- 6.4. Meeting minutes as a record of the actions that the Committee has taken in light of its informed, prudent deliberations and decision making will be circulated to all members two weeks from the meeting. A copy of which will be kept by the Chief Executive Officer or his/her appointed officer for filing.

7. Resources

- 7.1. Head, Corporate Services Division, Head, Finance Department, and selected staff shall support the Finance Committee.

BOARD FUNDRAISING COMMITTEE

Terms of Reference

1. Purpose

- 1.1. The Fundraising Committee is collectively responsible for the Company's fundraising efforts.
- 1.2. The Fundraising Committee guides, approves, and supports fundraising strategies led by the management.

2. Mandate

- 2.1. The Fundraising Committee will be operating under the delegated authority of the Board.
- 2.2. The Fundraising Committee shall be given access to information of the Company required for it to execute its duties.

3. Roles and Responsibilities

- 3.1. The Fundraising Committee shall approve fundraising plans and targets prepared by the management and ensure that these efforts are legal, ethical, appropriate, cost-effective, and transparent.
- 3.2. The Fundraising Committee shall provide oversight of the Company's fundraising initiatives and assess whether such initiatives are adequate to contribute to the financial sustainability of the Company.
- 3.3. Paid third-party fundraisers shall be engaged with prudence. Such appointments shall be reviewed and approved by the Board, considering the rationale and fee arrangements (including commissions payable) involved.
- 3.4. The Fundraising Committee shall ensure that the Company accounts to donors what, how and when the funds would be used, ensuring timely disclosures.
- 3.5. The Fundraising Committee shall ensure that all money raised is properly accounted and safeguarded. Where the money is received for a restricted or specific purpose, the Fundraising Committee shall ensure the Company properly monitors and set limits for the use of such money.
- 3.6. The Fundraising Committee shall ensure that the Company keeps donor's details confidential, with no disclosure without their written permission.

4. Composition

- 4.1. The Fundraising Committee shall be chaired by a Board Member and can consist of Board Members and professionals who are not on the Board.
- 4.2. The Fundraising Committee shall comprise members with a collective mix of appropriate skillsets, independence, and diversity, to allow the Committee to discharge its duties effectively.
- 4.3. There is no maximum number of members in the committee but there shall not be less than two (2) members (including the Committee Chairperson) at all times.

5. Appointment

- 5.1. The Fundraising Committee will be appointed by the Board.
- 5.2. The term of appointment for all Members is set at 3 years, with the option for reappointment for another term or less, as determined solely by the Board.
- 5.3. The Board shall review the Fundraising Committee composition, at least once every three years, or as necessary, to ensure that the Fundraising Committee has the required expertise to perform its role.

6. Meeting

- 6.1. The Fundraising Committee shall meet at least twice a year.
- 6.2. Fundraising Committee Members shall make every effort to attend all meetings.
- 6.3. Participation may be in person or video-conferencing.
- 6.4. Meeting minutes as a record of the actions that the Committee has taken in light of its informed, prudent deliberations and decision making will be circulated to all members two weeks from the meeting. A copy of which will be kept by the Chief Executive Officer or his/her appointed officer for filing.

7. Resources

- 7.1. Chief Executive Officer, Head, Corporate Services Division and selected staff shall support the Fundraising Committee.

BOARD HUMAN RESOURCES COMMITTEE

Terms of Reference

1. Purpose

- 1.1. The Human Resources Committee is collectively responsible for providing guidance to and oversight of the Company's human resource management practices.
- 1.2. The Human Resources Committee's primary responsibility will include reviewing, monitoring and making recommendations to the Board on the Company's human resources strategy and policies.

2. Mandate

- 2.1. The Human Resources Committee will be operating under the delegated authority of the Board.
- 2.2. The Human Resources Committee shall be given access to information of the Company required for it to execute its duties.

3. Roles and Responsibilities

- 3.1. The Human Resources Committee shall provide guidance and advice to the executives in drafting and/or revision of Human Resources Policy.
- 3.2. The Human Resources Committee shall provide guidance and advice to the executives when reviewing job descriptions.
- 3.3. The Human Resources Committee shall provide guidance and advice in establishing a salary structure, annually reviewing staff salaries, and reviewing the benefits package.
- 3.4. The Human Resources Committee does not perform the role as a Disciplinary Board for staff misconduct. This function is performed by the executive.
- 3.5. The Human Resources Committee shall hear cases and/or act when formal written grievances against the Chief Executive Officer is made.
- 3.6. The Human Resources Committee shall support the Board in recruiting, interviewing and make recommendation in respect of senior management positions such as Chief Executive Officer and Director or equivalent.

4. Composition

- 4.1. The Human Resources Committee shall be chaired by a Board Member and can consist of Board Members and professionals who are not on the Board.
- 4.2. The Human Resources Committee shall comprise Members with a collective mix of appropriate skillsets, independence, and diversity, to allow the Committee to discharge its duties effectively.
- 4.3. There is no maximum number of members in the Committee but there shall not be less than two (2) members (including the Committee Chairperson) at all times.

5. Appointment

- 5.1. The Human Resources Committee will be appointed by the Board.
- 5.2. The term of appointment for all Members is set at 3 years, with the option for reappointment for another term or less, as determined solely by the Board.
- 5.3. The Board shall review the Human Resources Committee composition, at least once every three years, or as necessary, to ensure that the Human Resources Committee has the required expertise to perform its role.

6. Meeting

- 6.1. The Human Resources Committee shall meet at least once a year.
- 6.2. Human Resources Committee Members shall make every effort to attend all meetings.
- 6.3. Participation may be in person or video-conferencing.
- 6.4. Meeting minutes as a record of the actions that the Committee has taken in light of its informed, prudent deliberations and decision making will be circulated to all members two weeks from the meeting. A copy of which will be kept by the Chief Executive Officer or his/her appointed officer for filing.

7. Resources

- 7.1. Head, Human Resources Department, and selected staff shall support the Human Resources Committee.

BOARD PROGRAMMES COMMITTEE

Terms of Reference

1. Purpose

- 1.1. The Programmes Committee is collectively responsible for overseeing the development, implementation, and evaluation of the Company's programmes according to its strategic direction, in alignment with the purpose, mission, vision, and values of the Company.

2. Mandate

- 2.1. The Programmes Committee will be operating under the delegated authority of the Board.
- 2.2. The Programmes Committee shall be given access to information of the Company required for it to execute its duties.

3. Roles and Responsibilities

- 3.1. The Programmes Committee shall work collaboratively with other Board Committees and staff members to ensure that programmes and services are aligned with the Company's purpose, mission, vision and values, and are meeting the needs of the community.
- 3.2. The Programmes Committee shall provide sectoral insights and support the management in the development of strategic initiatives that address these needs.
- 3.3. The Programmes Committee shall recommend new programmes or recommend modification to existing programmes based on evaluation outcomes.
- 3.4. The Programmes Committee shall ensure that programmes are developed and delivered in compliance with the requirements of regulatory bodies and in alignment with the Company's Practice and Supervision Framework.
- 3.5. The Programmes Committee shall ensure programmes are designed and delivered professionally and ethically, in an effective, efficient and financially sustainable manner, by qualified and trained professionals.

4. Composition

- 4.1. The Programmes Committee shall be chaired by a Board Member. It can consist of Board Members and professionals who are not on the Board.
- 4.2. The Programmes Committee shall comprise members with a collective mix of appropriate skillsets, independence, and diversity, to allow the Committee to discharge its duties effectively.
- 4.3. There is no maximum number of members in the committee but there shall not be less than two (2) members (including the Committee Chairperson) at all times.

5. Appointment

- 5.1. The Programmes Committee will be appointed by the Board.

- 5.2. The term of appointment for all Members is set at 3 years, with the option for reappointment for another term or less, as determined solely by the Board.
- 5.3. The Board shall review the Programmes Committee composition, at least once every three years, or as necessary, to ensure that the Programmes Committee has the required expertise to perform its role.

6. Meeting

- 6.1. The Programmes Committee shall meet at least twice a year.
- 6.2. Programmes Committee Members shall make every effort to attend all meetings.
- 6.3. Participation may be in person or video-conferencing.
- 6.4. Meeting minutes as a record of the actions that the Committee has taken in light of its informed, prudent deliberations and decision making will be circulated to all members two weeks from the meeting. A copy of which will be kept by the Chief Executive Officer or his/her appointed officer for filing.

7. Resources

- 7.1. Director, Services & Programmes and selected staff shall support the Programmes Committee.
