

BGST TERMS OF REFERENCE

GOVERNANCE, NOMINATION AND HUMAN RESOURCE COMMITTEE (GNHRC)

1. INTRODUCTION

- 1.1 The Functional Committee shall be called The Governance, Nomination and Human Resource Committee (thereafter, “GNHRC”) of BGST.

2. OBJECTIVES

- 2.1 The main objective of the HRC is to assist the BGST Council (thereafter, “the Council”) in fulfilling its oversight and fiduciary responsibilities to the School to act in the interest of the School’s members as a whole.

3. COMPOSITION AND CONSTITUTION

- 3.1 The Chair of the GNHRC shall confirm the membership of the GNHRC, subject to the approval of the Council. The GNHRC shall comprise of not less than three and not more than 5 members according to the following composition:

- (i) At least 1 Council member
- (ii) Up to 3 other co-opted members

- 3.2 Each term of appointment shall be two years.

- 3.3 All members of the GNHRC shall exercise independent judgement when discharging their duties.

- 3.4 Members of the GNHRC should have broad business experience, industry knowledge and knowledge of governance and human resource policies of the school.

- 3.5 If a member of the Committee for any reason ceases to be a member with the result that the number of members is reduced to below three, the Chairman of the GNHRC shall, within three months of that event, appoint such new members as to restore the membership to no less than 3. Should the Chairman of the GNHRC resigns, the Council shall act immediately to appoint a new Chairman.

- 3.6 The Council should endow the GNHRC with reasonable resources for it to discharge its functions properly.

4. FUNCTIONAL INDEPENDENCE

- 4.1 The GNHRC is to function independently of the members of the Council who are not GNHRC members. Such members of the Council who are not GNHRC members may attend any particular GNHRC meeting only at the GNHRC’s invitation.

- 4.2 Management shall provide the fullest co-operation in availing information and resources, and in implementing or carrying out all requests made by the GNHRC.

5. DUTIES AND RESPONSIBILITIES

- 5.1 The GNHRC has two key functions: Governance and Nomination, and Human Resources functions.

- 5.2 With regards to the Governance and Nomination function, the GNHRC shall:
- (i) Lead the process for all nominations for appointment, re-appointment of the functional committees and persons to be invited as members of the Council;
 - (ii) Lead the process for nominating Society members;
 - (iii) Review the structure, size and composition of the Council and functional committees in compliance with applicable regulations and Charity Act guidelines and make recommendations to the Council with regard to any changes considered desirable;
 - (iv) Evaluate the skills and knowledge required for any nomination in light of the current composition of the Council;
 - (v) Review succession planning of the Council;
 - (vi) Evaluate council member's contributions.
- 5.3 With regards to the Human Resource function, the GNHRC shall :
- (i) Advise on major human resource principles and policies undertaken by the BGST (these include regular review and approval of the school's HR handbook);
 - (ii) Review, interview and recommend development and compensation package for BGST faculty and Management;
 - (iii) Ensure succession planning is in place for Faculty and Management;
 - (iv) Review and approval of school's remuneration packages.

6. GNHRC MEETINGS

6.1 Calling of Meetings

- (i) Meetings of the GNHRC shall be held at least once a year or whenever necessary at such time and place as the GNHRC members may elect.
- (ii) In addition, the Secretariat for the Committee shall, on the requisition of a Committee member, convene a meeting of the Committee members.
- (iii) The GNHRC may invite members of management or others to attend any Committee meeting and to provide pertinent information as necessary.

6.2 Notice of Meetings

Seven days' notice, or such shorter notice as may be agreed by the GNHRC members, shall be given by the Secretariat specifying the place, time and agenda of the meeting.

6.3 Quorum

The quorum for any HRC meetings shall be 50% of the committee members, of which two must be Council members.

6.4 Voting

All decisions at any meeting of the GNHRC shall be decided by a simple majority of the GNHRC members present and voting. The decision of the GNHRC shall at all times exclude the vote, approval or recommendation of any member who has a conflict of interest in the subject matter under consideration.

6.5 Chairman of Meetings

- (i) The Chairman of the GNHRC shall be a Council member appointed by the Council, and shall chair all meetings of the Committee.
- (ii) If at any meeting the Chairman is not present at the appointed time, the chair will then be assumed by another Council member appointed by the GNHRC Chairman for that specific meeting.

6.6 Resolutions

- (i) A resolution in writing, signed by the requisite majority of the members for the time being entitled to receive notice of a meeting of the GNHRC, shall be as valid and effectual as if it had been passed at a meeting of the GNHRC duly convened and held.
- (ii) Any such resolution may consist of several documents in like form, each signed by one or more members of the GNHRC.
- (iii) Decision can be taken via electronic communication means, subject to proper audit trail. Such decision shall take effect from the date the resolution is duly passed. It shall be recorded at the next Committee meeting and shall suffice as valid resolution with retro-active effects.

6.7 Minutes

- (i) Minutes of all proceedings of meetings of the GNHRC shall be recorded by the Secretariat and circulated to all members.
- (ii) The minutes are to be confirmed and signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting.

6.8 Reporting to the Council

The Chairman of the GNHRC shall report on the proceedings of the Committee to the Council by way of submission of minutes of the Committee meetings.

7. UPDATES OF TERMS OF REFERENCE

These Terms of Reference of the GNHRC shall be approved by the Council. Every three years, or whenever necessary, the HRC will review and re-assess the adequacy of these Terms of Reference and any required revisions shall be submitted to the Council for approval in writing before they come into effect.

Drafted on : 5 Dec 2023

Approved on : _____