

 <p>S P Jain School of Global Management DUBAI • MUMBAI • SINGAPORE • SYDNEY</p>	Board of Directors Governance Review and Conduct Policy
Document Type	Policy
Administering Entity	Board of Directors
Latest Approval/ Amendment Date	February 20, 2019
Last Approval/ Amendment Date	January 11, 2017 (retitled from Board of Directors Governance Review and Performance Conduct Policy)
Approval Authority	Board of Directors
Indicative time of Review	February 19, 2021

1. Purpose

- a. The Board of Directors of S P Jain School of Global Management (S P Jain) has been established to govern the School. The Board of Directors ensures that the School fulfils its responsibilities as detailed in its Vision, Mission and Values Statement in addition to ensuring that the School continues to meet its obligations and responsibilities as a higher education institution.
- b. The Board of Directors should always carry out their role in good faith to achieve the best outcomes for the School and as such should ensure that their performance is reviewed periodically, and that directors' conduct is appropriate.

2. Directors' Conduct

To ensure the objectives of the School are maintained and that the Board 'leads from the top', directors should:

- a. act in best interests of the School
A member of the Board must carry out his or her functions in good faith in the best interests of the School as a whole.
- b. exercise care and diligence
A member of the Board must act honestly and exercise a reasonable degree of care and diligence in carrying out his or her functions.
- c. not to improperly use position
A member of the Board must not make improper use of his or her position:
 - i. to gain, directly or indirectly, an advantage for the member or another person, or
 - ii. to cause detriment to the School.
- d. not to improperly use information
A member of the Board must not make improper use of information acquired because of his or her position:
 - i. to gain, directly or indirectly, an advantage for the member or another person, or
 - ii. to cause detriment to the School.
- e. Disclose material interests of directors if:

- i. a director of the Board has a material interest in a matter being considered or about to be considered at a meeting of the Board, and
- ii. the interest appears to raise a conflict with the proper performance of the director's duties in relation to the consideration of the matter, the director must, as soon as possible after the relevant facts have come to the director's knowledge, disclose the nature of the interest to the Chairperson in the first instance and then at the next meeting of the Board.

3. Review of the Effectiveness of the Board of Directors and Performance of the School

- a. The Board of Directors should review its effectiveness regularly. At least every three years, it should undertake a formal and rigorous evaluation of its effectiveness and that of its sub-committees, including the Academic Board and its sub-committees.
- b. Effectiveness shall be measured against the Terms of Reference for each Board and committee. The Board of Directors shall revise its structure or processes accordingly in light of any recommendations for improvement. In reviewing its performance, the Board of Directors shall reflect on the performance of the School as a whole in meeting long-term strategic objectives and short-term key performance indicators.
- c. The Board of Directors should also ensure that it is able to discharge its responsibilities through a clear and accurate understanding of the School's overall performance through a regular process of review. Any such review of performance should take into account the views of the Academic Board and should be reported upon appropriately within the School and outside. Where possible, the Board of Directors should benchmark the School's performance against the KPIs of other institutions.
- d. In considering their own effectiveness and as per Higher Education Standards Framework 2015, Threshold Standards, Part A, 6.1.3d:

The governing body attends to governance functions and processes diligently and effectively, including:

d. undertaking periodic (at least every seven years) independent reviews of the effectiveness of the governing body and academic governance processes and ensuring that the findings of such reviews are considered by a competent body or officer(s) and that agreed actions are implemented, and

- e. TEQSA's Guidance Note: Corporate Governance v2.3, outlines its expectations of an external governance review according to the section Governance review guidelines.

Related documents

- a. Terms of Reference of the Academic Board
- b. Terms of Reference of the Board of Directors
- c. Terms of Reference of the Risk Management and Audit Committee