

 <p>S P Jain School of Global Management DUBAI • MUMBAI • SINGAPORE • SYDNEY</p>	<b>Terms of Reference of the People and Culture Committee</b>
Document Type	Terms of Reference
Administering Entity	Board of Directors
Version	Version 1
Latest <b>Amendment</b> or Approval Date	May 29, 2019
Last <b>Approval</b> or Amendment Date	Not Applicable ( New Committee)
Approval Authority	Board of Directors
Indicative Time of Review	

## 1 Terms of Reference of the People and Culture Committee

Reporting Arrangements	Board of Directors (BOD)
Purpose and Scope	The HR Committee shall be responsible to the Board of Directors for the provision of advice on staffing matters and to act on its behalf within certain delegated authorities.
Responsibilities	<ul style="list-style-type: none"> <li>a. Strategic human resources (HR) issues across the School, including: <ul style="list-style-type: none"> <li>i. HR structures and processes</li> <li>ii. HR processes related to academic staff including but not limited to appointment, promotion, remuneration, leave entitlements, bonus system</li> <li>iii. HR processes related to administrative staff including but not limited to job descriptions, remuneration, leave entitlements, bonus system</li> <li>iv. diversity and inclusion strategies</li> <li>v. learning and development programs</li> <li>vi. succession planning for senior executive roles including the President and his or her direct reports</li> <li>vii. matters relating to the Independent Higher Education Provider’s (IHEP) strategies and policies supporting the recruitment and management of its academic and non-academic staff</li> </ul> </li> <li>b. governance issues generally as they relate to Board and the IHEP including: <ul style="list-style-type: none"> <li>i. induction and continuing education of Board</li> <li>ii. Board performance reviews</li> <li>iii. committee structure and remits</li> </ul> </li> <li>c. the culture at the IHEP</li> <li>d. health and wellbeing related matters, specifically: <ul style="list-style-type: none"> <li>i. compliance with health and wellbeing legislation as it applies to the School</li> <li>ii. related health and wellbeing related risks arising from or contributing to the activities and operations of the School and affiliated entities</li> </ul> </li> <li>e. alumni</li> <li>f. ensuring the effective management of risk in areas covered by the committee’s remit</li> <li>g. conducting deep dive reviews in the areas covered by the committee’s remit</li> </ul>

Membership	<p>The People and Culture Committee shall consist of not more than seven (7) persons:</p> <ol style="list-style-type: none"> <li>a. Members include: <ul style="list-style-type: none"> <li>• Two Board members of whom at least one (1) is an independent director</li> <li>• Chairman, Academic Board or nominee</li> <li>• Vice-President (Academic)</li> <li>• Vice-President (Administration)</li> <li>• the School’s HR Director or nominee</li> </ul> </li> <li>b. Executive staff may be invited to meetings by invitation of the Committee’s Chairperson but have no voting rights.</li> <li>c. The Chairperson of the Board of Directors may not be a member of this Committee.</li> <li>d. The Chairperson of the Committee will be an independent director appointed by the Board of Directors.</li> <li>e. The Committee shall be free to seek information from any source and to interview staff members without management being present.</li> </ol>
Term of Office	<ol style="list-style-type: none"> <li>a. Independent and external members shall serve for one (1) year in the first instance and be eligible for reappointment for up to two (2) years.</li> <li>b. Casual vacancies shall be filled by invitation of the Board of Directors and shall serve only the remaining period of the member they replace.</li> </ol>
Nominations and Remuneration Sub-Committee	<p><b>Responsibilities</b></p> <ol style="list-style-type: none"> <li>a. KPI’s of President appraisal</li> <li>b. Remuneration of President</li> <li>c. Recommend nominations for Board membership and vetting of i) eligibility and ii) fit with Board skills matrix</li> </ol> <p><b>Membership:</b>  Chair of Board of Directors  Chair of People and Culture Committee  The sub-committee also has the power to co-opt additional persons where appropriate.</p>
Resignations and Removal from Office	<ol style="list-style-type: none"> <li>d. A member may resign from his/her office by notice of resignation in writing to the Board of Directors.</li> <li>e. The Board of Directors may remove a member of the People and Culture Committee from office for breach of a duty set out above in the Responsibilities section.</li> <li>f. The removal from office may be affected only if the motion for removal is supported by a majority of the total number of directors of the Board.</li> <li>g. The motion for removal must not be put to the vote of the meeting unless the People and Culture Committee member concerned has been given a reasonable opportunity to reply to the motion prior to the meeting in writing and may be given an opportunity to respond in person at the meeting of the Board of Directors if deemed necessary.</li> <li>h. If the member to whom the motion for removal refers does not attend the meeting, a reasonable opportunity to reply to the motion is taken to have been given if notice of the meeting has been duly given.</li> </ol>
Meeting Frequency and Quorum	<p>The People and Culture Committee will meet at least four (4) times a year. Meetings may be face-to-face or electronic meetings.</p> <p>No business may be transacted unless there is a quorum of half of the number of members + one (not including casual vacancies).</p>
Secretary	Director (Secretariat)