

**TERMS OF REFERENCE  
HUMAN RESOURCE COMMITTEE OF BGST**

**1. INTRODUCTION**

1.1 The Functional Committee shall be called The Human Resource Committee (thereafter, "HRC") 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 HRC shall confirm the membership of the PSC, subject to the vetting of Governance and Nomination Committee, and the approval of the Council. The HRC shall comprise of not less than three and not more than 6 members according to the following composition:

- (i) At least 2 Council members
- (ii) Up to 4 other co-opted members

3.2 Each term of appointment shall be two years.

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

3.4 Members of the HRC should have broad business experience, industry knowledge and knowledge of 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 HRC 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 HRC resigns, the Council shall act immediately to appoint a new Chairman.

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

**4. FUNCTIONAL INDEPENDENCE**

4.1 The HRC is to function independently of the members of the Council who are not HRC members. Such members of the Council who are not HRC members may attend any particular HRC meeting only at the HRC'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 HRC.

**5. DUTIES AND RESPONSIBILITIES**

5.1 The HRC 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. HUMAN RESOURCE COMMITTEE MEETINGS**

### **6.1 Calling of Meetings**

- (i) Meetings of the HRC shall be held at least three times a year at such time and place as the HRC 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 HRC 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 HRC 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 HRC shall be decided by a simple majority of the HRC members present and voting. The decision of the HRC 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 HRC shall be a Council member appointed by the Chair of the Governance and Nomination Committee, 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 HRC 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 HRC, shall be as valid and effectual as if it had been passed at a meeting of the HRC 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 HRC.
- (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 HRC 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 HRC 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 HRC 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: 24 April 2019

Approved on: 24 April 2019