

TERMS OF REFERENCE

PROGRAMME AND SERVICES COMMITTEE OF BGST

1. INTRODUCTION

- 1.1 The Functional Committee shall be called The Programme and Services Committee (hereafter, "PSC") of BGST.

2. OBJECTIVES

- 2.1 The main objective of the PSC is to assist the BGST Council (hereafter, "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 PSC shall confirm the membership of the PSC, subject to the vetting of Governance and Nomination Committee, and the approval of the Council. The PSC shall comprise not less than 3 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 A member must be able to exercise independent judgement when discharging his duties.
- 3.4 Members of the PSC should have broad business experience, industry knowledge and knowledge of human resource policies of the Company.
- 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 Council 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 PSC resign, then the Council shall act immediately to appoint a new Chairman.
- 3.6 The Council should endow the PSC with reasonable resources for it to discharge its functions properly.

4. FUNCTIONAL INDEPENDENCE

- 4.1 The PSC is to function independently of the members of the Council who are not PSC members. Such members of the Council who are not PSC members may attend any particular PSC meeting only at the PSC's invitation.
- 4.2 Management shall offer the PSC its full co-operation in availing information and resources, and in implementing or carrying out all requests made by the PSC.

5. DUTIES AND RESPONSIBILITIES

- 5.1 The PSC shall:
- (i) Review, advise, monitor and evaluate current programmes, courses and collaborations for presentation to the Council for information.

- (ii) Review, advise, monitor and provisionally approve new programmes, courses and collaborations for presentation to the Council for information and ratification.
- (iii) Review, advise, assist and ensure that BGST fulfils the accreditation requirements of the Asian Theological Association (ATA).

6. PSC MEETINGS

6.1 Calling of Meetings

- (i) Meetings of the PSC shall be held at least three times a year at such time and place as the PSC 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 PSC 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 PSC members, shall be given by the Secretariat specifying the place, time and agenda of the meeting.

6.3 Quorum

The quorum for any PSC 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 PSC shall be decided by a simple majority of votes of the PSC present and voting. The decision of the PSC 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 PSC 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 PSC 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 PSC, shall be as valid and effectual as if it had been passed at a meeting of the PSC 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 PSC.
- (iii) Decisions can be taken via electronic communication means, subject to proper audit trail. Such decisions 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 PSC 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 PSC 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 PSC shall be approved by the Council. Every three years, or whenever necessary, the PSC 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: 1 May 2019