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|  <b>SPJ</b><br><b>GLOBAL</b><br><small>DUBAI • MUMBAI • SINGAPORE • SYDNEY</small> | <b>S P Jain</b><br><b>School of Global</b><br><b>Management</b>          | <b>Terms of Reference of the People and Culture Committee</b> |
| Document Type   | Terms of Reference   |   |
| Administering Entity  | Board of Directors, People and Culture Committee, Director - Secretariat |   |
| Latest <b>Amendment</b> or Approval Date  | December 13, 2023  |   |
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| Approval Authority  | Board of Directors   |   |
| Indicative Time of Review   | December 12, 2025  |   |

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

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| Reporting Arrangements | Board of Directors (BOD)   |
| Purpose and Scope      | The People and Culture Committee(P&CC) shall be responsible to the Board of Directors of S P Jain School of Global Management ( S P Jain /the School) for the provision of advice on staffing matters and to act on its behalf within certain delegated authorities.   |
| Responsibilities       | <p>a. Strategic human resources (HR) issues across the School, including:</p> <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> <p>b. governance issues generally as they relate to Board and the IHEP including:</p> <ul style="list-style-type: none"> <li>i. induction and continuing education of Board</li> </ul> |

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|                | <ul style="list-style-type: none"> <li>ii. Board performance reviews</li> <li>iii. committee structure and remits</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. ensuring the effective management of risk in areas covered by the committee’s remit</li> <li>f. 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> <ul 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 Director – People and Culture 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> </ul> |
| Term of Office | <ul 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> </ul>  |

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| <p>Nominations and Remuneration Sub-Committee</p> | <p><b>Responsibilities</b></p> <ul 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> </ul> <p><b>Membership:</b><br/> Chair of Board of Directors<br/> Chair of People and Culture Committee</p> <p>The sub-committee also has the power to co-opt additional persons where appropriate.</p>  |
| <p>Resignations and Removal from Office</p>       | <ul style="list-style-type: none"> <li>a. A member may resign from his/her office by notice of resignation in writing to the Board of Directors.</li> <li>b. 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>c. 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>d. 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>e. 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> </ul> |
| <p>Meeting Frequency and Quorum</p>               | <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>   |
| <p>Secretary</p>                                  | <p>Director (Secretariat)</p>   |

## 2. Standing Orders

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| <p>Notice of Meetings</p>   | <p>Meetings shall be held according to the Annual Schedule or at other times such as:</p> <ol style="list-style-type: none"> <li>a. When specifically requested by the Chairperson of the Board of Directors or via a request from a majority of members of the Committee. Not less than five (5) working days' notice shall be given.</li> <li>b. The Minute-taker will circulate an agenda and meetings papers normally at least five (5) working days before the meeting. The Chairperson may permit additional business to be added at the meeting if time permits.</li> <li>c. For out of session urgent matters, a flying minute may be circulated to members by the Chairperson.</li> </ol>  |
| <p>Appointment of Proxy</p> | <ol style="list-style-type: none"> <li>a. A member of the Committee may attend and vote by proxy at a meeting or if the proxy is a member and has been appointed by writing under the hand of the appointor or by telegram, fax or other form of visible communication from the appointor.</li> <li>b. Such an appointment may be general or for any particular meeting or meetings.</li> </ol>   |
| <p>Meeting Conduct</p>      | <ol style="list-style-type: none"> <li>a. The Chairperson shall conduct the meeting according to the standing orders; ensure order is maintained; and give members an opportunity to speak and vote on matters tabled at the meeting.</li> <li>b. The order of business shall follow the agenda unless agreed otherwise.</li> <li>c. Matters for debate or to move a motion must be on the agenda and seconded, unless otherwise approved.</li> <li>d. Voting shall be by show of hands unless a secret ballot is requested.</li> <li>e. Members may vote by proxy if they are unable to attend.</li> <li>f. Matters will be passed by a majority of members.</li> <li>g. A motion may be amended or withdrawn with the consent of the members.</li> <li>h. When an amendment is before the Chairperson, discussion shall be confined to that amendment.</li> <li>i. No further amendments can be made if they are substantially the same, or if the amendment is a direct negative.</li> </ol> |
| <p>Minutes</p>              | <ol style="list-style-type: none"> <li>a. A Minute-taker shall be appointed to accurately record the minutes of each meeting and distribute the draft minutes via email within seven (7) working days of the meeting. The following details shall be recorded in the minutes:             <ol style="list-style-type: none"> <li>i. Date, time and venue of the meeting</li> <li>ii. Names of members present and apologies, and the name of the Chairperson</li> <li>iii. An overview of discussions and business conducted; motions and outcomes of votes; action items and persons responsible</li> </ol> </li> </ol>  |

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|                 | <ul style="list-style-type: none"> <li>iv. Date, time and venue of next meeting</li> <li>b. The minutes of the preceding meeting shall be circulated to members. The Chairperson will: <ul style="list-style-type: none"> <li>i. Seek confirmation of the minutes in their current state; or</li> <li>ii. Seek confirmation of the minutes with amendments;</li> <li>iii. Sign the confirmed minutes</li> </ul> </li> </ul>  |
| Adjournment     | <ul style="list-style-type: none"> <li>a. The Chairperson may adjourn the meeting from time to time with the consent of the members or if directed by the Committee.</li> <li>b. Business at the adjourned meeting shall be confined to business that was left unfinished at the meeting where the adjournment took place.</li> <li>c. If a meeting has been adjourned for more than ten (10) working days, notice shall be given as for an ordinary meeting.</li> </ul>   |
| Code of Conduct | <p>A member shall:</p> <ul style="list-style-type: none"> <li>a. Keep their comments to matters before the Committee</li> <li>b. Attend meetings and be punctual</li> <li>c. Undertake review of documents prior to meetings, within timeframes requested</li> <li>d. Act in the best interest of the School, and not bring the School into disrepute</li> <li>e. Exercise appropriate care and diligence</li> <li>f. Not make false statements or falsify records</li> <li>g. Act appropriately to not gain advantage for themselves or others</li> <li>h. Not make offensive statements or comments or behave improperly</li> <li>i. Shall cease speaking when called to order by the Chairperson</li> <li>j. Declare any potential conflicts of interest and stand aside from discussions and voting on such matters deemed to be a conflict of interest</li> <li>k. Keep all matters in confidence and not disclose any matters of business to the general public, members of staff or other associates of the School</li> </ul> |