BOARD OF DIRECTORS

Terms of Reference

1. Purpose

1.1. The Board of Directors (the "Board") is collectively responsible for overseeing the Company to ensure it meets its objectives and complies with applicable governing instruments, laws, and regulations.

1.2. The Terms of Reference assists the Board and management in clearly delineating their respective roles and responsibilities.

2. Mandate

2.1. The Board may exercise all powers of the Company, provided that it complies to its governing instruments, as well as relevant laws and regulations.

2.2. The Board's Terms of Reference shall be governed by the Company's governing instruments and shall comply with all applicable laws, and regulatory guidelines.

2.3. The Board may delegate powers and authorities to any committee, task force or individuals via a Board resolution but shall remain fully accountable for the Company.

2.4. The Board authorises management to conduct the day-to-day operations of the Company in accordance with the directions by the Board.

2.5. The Board shall recommend the appointment of the Company's external auditors (for approval by the Members at the AGM). The Board may appoint internal auditors and such other professional advisers where appropriate and necessary.

3. Roles and Responsibilities

3.1. The Board shall provide strategic guidance to the management team in relation to the achievement of the Company's objectives. The implementation of such strategies shall be carried out by management and overseen by the Board.

3.2. The Board shall determine the Company's risk appetite and risk tolerance, and shall identify, monitor, review and address the Company's key risks, at least once every year.

3.3. The Board shall ensure that management has put in place and maintains strong internal controls, with documented procedures covering financial, operational, compliance, and information technology matters.

3.4. The Board shall approve key policies to guide the operating activities of the Company.

3.5. The Board shall review and approve the Company's capital and operating budgets and plans prepared by management, and regularly monitor performance against budget and plans.

3.6. The Board shall review and approve financing options presented by the management, where applicable.

4. Composition

4.1. The Board shall be of an appropriate size and comprise of Directors with a collective mix of relevant skillsets, independence, and diversity, to allow the Board to discharge its duties effectively.

4.2. The Board shall comprise at least three Directors, as required under the Charities Regulations. In addition, the Regulations stipulate that at least two of the Directors are Singapore citizens or permanent residents.

4.3. The Board shall appoint a Chairperson, a Secretary and a Treasurer. The Chairperson shall be independent and shall not be the Chief Executive Officer. The Treasurer shall not be appointed as the Chair of the Audit Committee.

5. Nomination and Appointment

5.1. The Board shall review its composition at least once annually, or as necessary, to ensure that it maintains a majority of independent Directors and possesses the requisite expertise within the Board.

5.2. The appointment, retirement and re-election of Directors shall be in accordance with Clauses 56(a) and 56(b) of the Constitution. Directors shall submit themselves for re-election at least once every three (3) years.

5.3. The term limit for all Directors is set at ten (10) consecutive years. Re-appointment to the Board can be considered after at least a two-year break. Where it is considered necessary to retain a Director beyond ten (10) consecutive years of service, the proposed extension shall be deliberated and approved by the Members at the Board Meeting/AGM at which the Director is being re-elected or re-appointed.

5.4. The Board shall actively plan for the succession of key office bearers such as the Chairperson, the Treasurer and the Chief Executive Officer.

5.5. The Board may establish a Nomination Committee to support a formal and transparent process for the appointment and reappointment of Directors.

6. Meeting

6.1. The Board shall meet at least four (4) times a year. Where practicable, the schedule of Board meetings for the following year shall be provided one (1) year in advance. Additional Board meetings maybe convened at anytime at the request of any Director.

6.2. Directors should make every effort to attend all Board meetings.

6.3. Board meetings may be held in person, virtually, or in a hybrid format. Directors participating by telephone, video conference, or other electronic means that allow all participants to communicate simultaneously shall be deemed to be present at the meeting.

6.4. Notice of a Board meeting shall be given to the intended attendees at least fourteen (14) calendar days prior to the meeting, or such shorter period as may be agreed by the Board, and shall specify the agenda, date, time and venue of the meeting

6.5. The quorum for the Board meeting shall be half of the Board Members or three (3) whichever is higher.

6.6. Where a Director has excused himself or herself from any part of the meeting, that Director shall not be counted towards the quorum for that part of the meeting.

6.7. The Chair of the meeting shall be the Board Chairperson. In the absence of the Board Chairperson, the Deputy Chairperson (if such a position exists) shall chair the meeting. If neither the Board Chairperson nor the Deputy Chairperson is present within five (5) minutes of the scheduled commencement of the meeting, the Directors present shall elect one of their number to chair the meeting.

6.8. Minutes and resolutions of all Board proceedings shall be recorded by the Chief Secretary or an appointed staff and circulated to the Board.

6.9. The minutes of each Board Meeting shall be confirmed at the subsequent Board Meeting by two Directors who attended the meeting, and once confirmed, be signed by the Chairperson of the meeting as true and correct record of proceedings.

6.10. The minutes and resolutions shall be kept by the Chief Executive Officer or Chief Secretary and made accessible to all Directors.

7. Resources

7.1. EXCO and selected staff shall support the Board.

trybe

BOARD CHAIR

Terms of Reference

1. Purpose

1.1. The Board Chair is responsible for leading the Board and facilitating the effective and constructive conduct of Board discussions.

2. Competencies

2.1. Possesses deep knowledge of the Company's mission, the clients it serves and a sound understanding of its programmes and operations.

2.2. Demonstrates integrity and strong leadership, advocate of good governance practices, and ensures compliance with all legal and regulatory requirements.

2.3. A strategic thinker with a long-term perspective, guiding the Board toward sustainable growth and impact.

2.4. A good team-builder – able to engage Board Members, encourage constructive discussions, foster open communication, listen attentively, and provide impartial and objective feedback.

3. Roles and Responsibilities

3.1. Provides leadership to the Board, ensuring its effective governance and oversight of the Company's affairs. Acts as the representative of the Board as a whole.

3.2. Facilitates the Board's role in strategic planning, partners with the Chief Executive Officer to achieve Trybe's objectives and reviews them annually, with necessary updates and reports to the Board.

3.3. Ensures that every Board Member is engaged, committed, and valued. Evaluates the effectiveness of each Board Member and recommends changes to enhance overall Board effectiveness.

3.4. Presides over all Board meetings, developing agendas in consultation with the Chief Executive Officer.

3.5. Ensures that Board matters are handled properly, including preparation of pre-meeting materials, Committees functioning, and recruitment and orientation of new Board Members.

3.6. Recommends the establishment of Committees, identifies members in collaborations with the Board, and appoints Committee Chairpersons in consultation with other Board Members. Ensures Committees fulfil their roles and responsibilities, and serves ex-officio when necessary or invited.

3.7. Leads the search and appointment process for Chief Executive Officer, when required. Convenes and facilitates Board discussions regarding the evaluation of the Chief Executive Officer, including the review and negotiation of compensation and benefits, and communicates the Board's decision and outcomes. Conducts the Chief Executive Officer's performance review, incorporating feedback from the Board where appropriate.

3.8. Reviews issues of concern to the Board and discusses matters confronting Trybe with the Chief Executive Officer.

3.9. Guides the Company in fundraising activities, financial planning, and programme development and delivery.

3.10. Engages the media and the community on behalf of Trybe, together with the Chief Executive Officer, with the support of the relevant department or division.

4. Appointment

4.1. The Board Chair shall be appointed by the Board from among its members in accordance with its Constitution and governance framework.

4.2. The Board Chair shall serve office until otherwise determined by the Board and may be re-appointed, subject to the Company's board renewal and succession planning practices.

BOARD TREASURER

Terms of Reference

1. Purpose

1.1. The Board Treasurer provides stewardship and fiduciary leadership, ensuring the Company's financial integrity and sustainability.

2. Competencies

2.1. Possesses knowledge about the Company's mission, the clients it serves, and a sound understanding of its programmes and operations.

2.2. Possesses strong expertise in accounting and financial management.

2.3. Accepts responsibility and accountability for the Company's financial matters, ensuring transparency and compliance.

2.4. Communicates technical financial concepts and terminology clearly, making them understandable to non-financial Board Members and stakeholders.

3. Roles and Responsibilities

3.1. Chairs the Finance Committee unless otherwise determined by the Board.

3.2. Manages the Board's review and actions relating to its financial responsibilities.

3.3. Oversees financial sustainability, ensuring sound management and optimal use of cash and investments.

3.4. Oversees the Company's financial reporting, ensuring accuracy, fairness, compliance with accounting standards, and timely filing within legal deadlines.

3.5. Ensures appropriate financial reports are provided to the Board, and when required/necessary, highlights key financial events, trends, concerns, and assessment of fiscal health of the Company.

3.6. Advises the Board on extraordinary audits and if approved, selects and meets with the auditor in conjunction with the Finance Committee.

3.7. Collaborates with the Finance Department, where necessary, to develop and implement effective financial procedures and systems.

4. Appointment

4.1. The Treasurer shall be appointed for a term of three (3) years and may hold office for a period of not more than four (4) consecutive years. Re-appointment to the office of the Treasurer will be subjected to a lapse of two (2) years.