

CORPORATE GOVERNANCE

INTRODUCTION

In April 2006 under the Nanyang Technological University (Corporatisation) Act (Cap. 192A) (“NTU Act”), NTU was corporatised from a statutory board to a not-for-profit company limited by guarantee (Reg. No. 200604393R) formed under the Companies Act (Cap. 50) of Singapore. The governance of the University takes place within the NTU Act and the University’s Constitution.

NTU is committed to high standards of corporate governance, professionalism, integrity, transparency and commitment at all levels, underpinned by strong internal controls and risk management systems.

GOVERNANCE EVALUATION CHECKLIST

In addition to the application of good governance practices as a company and registered charity (Reg. No 01955), we have, as an institution of public character (“IPC”), adopted best practices in key areas of governance that are closely aligned to the principles and guidelines in the Code of Governance for Charities and Institutions of a Public Character (the “Code”). In line with the disclosure requirement by the Charity Council that all IPCs are required to disclose the extent of their compliance with the Code, NTU’s Governance Evaluation Checklist can be found at the Charity Portal website (www.charities.gov.sg).

BOARD OF TRUSTEES

The NTU Board of Trustees is the highest governing organ within the University’s governance framework. The Board comprises 18 members appointed by the Minister for Education, chaired by Ms Goh Swee Chen. Our Board of Trustees includes eminent business leaders, academics, alumni, entrepreneurs and professionals from the public service and private sector. Each member is appointed on the strength of his/her calibre, experience, stature and ability to contribute to NTU, and brings with him/her independent judgment on issues of strategy, performance, resource allocation, risk and compliance, as well as valuable relationships and networks that are essential for the growth of NTU.

The Board is responsible for ensuring that the University acts to further its objectives in education and research, and properly accounts for and safeguards the funds and assets of the University. The Board collaborates closely with Management and stakeholders of the University to shape the vision, chart the strategic direction, and develop programmes and initiatives to produce a strong and enduring impact for the University, Singapore and beyond. The Board also approves, among other responsibilities, the annual budget, the use of the University’s operating reserves and NTU’s audited annual financial statements.

The Board embraces an effective board framework with systems and processes based on the following governance principles and practices:

1. The responsibility of recommending suitable Board candidates is under the Nominating Committee’s oversight. The Nominating Committee inducts new Board members through interactive briefing sessions with the Board Chair and Management. A Board Manual is made available to all Trustees supporting their induction and engagement as part of the Board induction programme.
2. Board Committees are structured to enable the Board to fulfil its governance role, relying on each Trustee’s competency, skill and experience.
3. The Board partners closely with Management to set NTU’s vision, mission and strategy.
4. The Board has executive succession plans tailored to reflect NTU’s prevailing strategy and organisation.
5. The Board has an effective consultation and decision-making system with executive sessions and board meetings scheduled in advance, available professional expert advice, internal guidelines and procedures for the conduct of board meetings and board approvals obtained through the Board’s secure cloud-based platform.
6. The Board evaluates and reviews its own performance and appoints an independent third party to collate and analyse the returns of the Trustees.
7. The Board delineates roles and responsibilities between the Board and Management. All members of the Board, including the Board Chair, are non-executive with the exception of the President of NTU. This ensures Board independence from Management.
8. The Board has a rotation plan for continuous self-renewal, with staggering of Trustees’ terms to ensure continuity. There are policies and procedures for nomination and retirement of Trustees to enable formal board nomination and election.

CORPORATE GOVERNANCE

BOARD COMMITTEES

Seven Board Committees and two Advisory Committees have been established to support the Board. The roles of the Board Committees and Advisory Committees are briefly described below:

- The Academic Affairs Committee provides oversight and policy guidance for, and directly supports the academic concerns of, the University as well as the management of faculty and related matters.
- The Alumni and Development Committee provides oversight of the advancement of the University as a great university founded on science and technology and its relationship with its students, alumni and external communities.
- The Audit and Risk Committee oversees the University's internal controls, financial reporting and enterprise risk management.
- The Finance Committee provides oversight of the financial management of the University.
- The Investment Committee oversees the management and investment of the funds of the University.
- The Nominating Committee nominates suitable persons to serve on the Board and Committees, and other governance procedures that may apply to the Board.
- The Remuneration Committee provides oversight and policy guidance in employee compensation matters.
- The Campus Planning Advisory Committee provides oversight and advice on the implementation of the campus master plan.
- The Campus Vibrancy Advisory Committee provides oversight and guidance on the development and implementation of a new master plan to improve campus vibrancy conducive for NTU's community of staff, students, alumni and partners to live, learn, work and play.

The Committees operate based on the principle of delegated authority from the Board and observe their respective Terms of Reference as approved by the Board. The Terms of Reference of each of these Committees set out the role, powers and rules applying to these Committees. Non-Board members who have expertise in their respective fields may be co-opted to enhance the deliberation and decision-making process of these Committees.

BOARD MEMBERS

For the financial year ended 31 March 2022, the Board of Trustees comprises the following members.

No.	Member	Current Board Appointment(s)	Date of Appointment to the Board	Board Meetings	
				Held	Attended
1	Goh Swee Chen	Board Chair Chair, Nominating Committee Chair, Remuneration Committee Chair, Campus Vibrancy Advisory Committee	1 Aug 2019	5	5
2	Lim Chuan Poh	Member, Academic Affairs Committee Member, Investment Committee Member, Nominating Committee Member, Remuneration Committee	28 Mar 2006	5	5
3	Alexander JB Zehnder	Chair, Academic Affairs Committee Member, Audit and Risk Committee Member, Finance Committee Member, Campus Planning Advisory Committee	25 Aug 2009	5	5
4	Goh Sin Teck	Member, Alumni and Development Committee Member, Audit and Risk Committee Member, Campus Vibrancy Advisory Committee	1 Jun 2012	5	4
5	Low Check Kian	Chair, Investment Committee	1 Apr 2014	5	4
6	Lim Chow Kiat	Member, Investment Committee	1 Apr 2015	5	4
7	Tan Chin Hwee	Chair, Audit and Risk Committee Member, Investment Committee	1 Apr 2015	5	3
8	Zainul Abidin Rasheed	Member, Audit and Risk Committee	1 Apr 2017	5	5
9	Lee Shiang Long	Member, Finance Committee	15 Sep 2017	5	4
10	Subra Suresh	Member, Academic Affairs Committee Member, Finance Committee Member, Investment Committee	1 Jan 2018	5	5

CORPORATE GOVERNANCE

No.	Member	Current Board Appointment(s)	Date of Appointment to the Board	Board Meetings	
				Held	Attended
11	Leszek Borysiewicz	Member, Academic Affairs Committee	1 Feb 2018	5	5
12	Lo Kien Foh	Chair, Alumni and Development Committee	1 Apr 2019	5	5
13	Anthony Mallek	Member, Audit and Risk Committee Chair, Finance Committee	1 Apr 2019	5	5
14	David Su Tuong Sing	Member, Finance Committee	1 Aug 2021	3	3
15	Dewi Fortuna Anwar	Member, Alumni and Development Committee	1 Aug 2021	3	3
16	Lam Chung Nian	Member, Nominating Committee Member, Remuneration Committee	1 Aug 2021	3	3
17	Lai Chung Han	Member, Academic Affairs Committee Member, Nominating Committee Member, Remuneration Committee	4 Oct 2021	2	2
18	Lai Wei Lin (Retired 3 Oct 2021)	Member, Academic Affairs Committee Member, Nominating Committee Member, Remuneration Committee	1 Apr 2019	3	2
19	Gene Block (Retired 1 Nov 2021)	Member, Academic Affairs Committee	1 Jan 2018	4	2
20	Wong Yew Meng (Retired 31 Mar 2022)	Member, Alumni and Development Committee	1 Aug 2010	5	5

Remarks:

- Given the duration of the student journey into and beyond NTU, including undergraduate and postgraduate education, the Board may comprise long standing members beyond ten years, eminent leaders in their respective fields who continue to contribute significantly to NTU's strategic direction. The Ministry of Education continues to endorse the appointment and renewal of any Trustee. The NTU Constitution, adopting the principles set out in the Code, was revised to reflect that appointment of any Trustee should typically be on an initial three-year term, on a renewable basis. In alignment with the Code, the Nominating Committee will principally not recommend the re-appointment of a Trustee who has already served an aggregate term of ten years, except in circumstances where the Board recognises the contribution of Trustees who have, over time, developed deep insight into NTU's ambitions, and are willing and able to continue to contribute to NTU.
- The Board of Trustees had, during the year, an aggregate meeting attendance of 90%.
- The Board Committees had, during the year, an aggregate meeting attendance of 91%.

UNIVERSITY LEADERSHIP

The President is the University's Chief Executive Officer. He is accountable to the Board for NTU's strategic vision and mission. He has the authority to perform all acts that are necessary to give effect to the policies and statutes of the Board.

Forming NTU's core leadership team together with the President are the Provost and Deputy President, three Senior Vice Presidents and one Vice President, collectively the President's Council.

The Provost and Deputy President is the Chief Academic Officer and is responsible for the conduct, coordination and quality of all of NTU's academic programmes and for their future development. This includes graduate and undergraduate education, faculty development, student life and external academic liaison.

The Senior Vice President (Research) guides NTU's university-wide research agenda and its implementation. His responsibilities include research planning and policy development, research funding strategies and research infrastructure development.

The Senior Vice President (Administration) leads the administrative functions that enable the seamless delivery of NTU's academic and research priorities, including key initiatives around customer journeys that improve employee engagement, organisation capabilities and operational effectiveness.

CORPORATE GOVERNANCE

UNIVERSITY LEADERSHIP (CONT'D)

The Senior Vice President (Health and Life Sciences) seamlessly integrates university-wide activities in health, medicine and life sciences, spanning the full spectrum of education, research, innovation and clinical practice, to forge multidisciplinary interactions among the Colleges and Schools, as well as to foster close collaborations with the medical and healthcare enterprise across Singapore and around the globe.

The Vice President (Strategy & Leadership Development) leads the coordination of the NTU 2025 strategy across academic and administrative units and coordinates University-wide efforts in strengthening faculty and staff development, leadership cultivation and mentoring across faculty ranks in all Colleges and Schools.

POLICIES TO MANAGE CONFLICT OF INTEREST

Under the University Code of Conduct, members of the Board, faculty and staff are required in their respective capacities to act at all times in the best interest of the University. Clear policies and procedures are designed to prevent and address potential conflict-of-interest situations while promoting ethical business conduct of faculty and staff.

Trustees have a fiduciary duty to avoid a conflict between what they ought to do for NTU and what they might do for themselves. They are required to uphold a high standard of integrity and commitment in serving the University and if a conflict of interest arises, they shall recuse themselves from decisions where such conflict exists.

In addition, NTU's Constitution contains provisions for the management and avoidance of conflicts of interest by Trustees. Such provisions include (a) permitting a Trustee to be interested in any transaction with NTU provided that the member has declared the nature of the interest to the Board and abstains from participating in the Board's decision in respect of the transaction concerned, (b) permitting a Trustee, or a firm associated with the member, to act in any professional capacity for the University and to be remunerated for professional services as if the Board member was not a Trustee, and (c) permitting a Trustee to be reimbursed for out-of-pocket expenses, travelling and other expenses properly incurred by the Trustee in attending and returning from meetings of the Board, any of its Committees, any general meeting of the University or otherwise in connection with the affairs of the University. NTU's Constitution expressly stipulates that Trustees shall not receive any remuneration for services rendered by them as members of the Board. Except as otherwise disclosed in writing to the Board, the University has no paid staff who are close family members of the Trustee.

Faculty and staff must, as prescribed from time to time, also comply with policies on conflict of interest. The current policy requires faculty and staff to ensure that their private activities and interests do not conflict with their professional obligations to the University. They should take care to avoid conflict between their own personal interests and the interests of the University and should avoid or withdraw from situations where there may be a perception of such conflict. Where there is potential violation of the policy, the faculty or staff shall, as soon as possible, disclose the nature and extent of their interest to the University.

WHISTLEBLOWING POLICIES

The University maintains a Whistleblower Protection Policy, enabling whistleblowers accessible means of reporting legitimate incidents and concerns of unethical behaviour, breach of integrity or non-compliance, all whilst maintaining the confidentiality and integrity of such reports. Reporting can be done online, through a telephone hotline or by registered post. The Ethics and Compliance Committee, comprising a spectrum of the University's leadership, oversees, addresses, reports and manages ethical and legal compliance matters throughout the University.