

Job title	<i>Board of Director</i>
Reports to	<i>Members of Cycling Without Age Singapore Ltd</i>

Role of Director

The Board of Directors legally represents Cycling Without Age Singapore Ltd's (the company) stakeholders' interests. These stakeholders can be anyone from beneficiaries to donors and being the representatives of these people, the board of directors has the responsibility of guiding, establishing and assessing the way the company should tread.

1. Purpose

1.1 The Board of Directors ("Board") is collectively responsible for oversight of the Charity-Cycling Without Age Singapore Ltd, meet its objectives while ensuring compliance to relevant governing instruments, laws and regulations.

1.2 The Terms of Reference assist the Board and the management in identifying a clear division of responsibilities.

2. Mandate

2.1 The Board may exercise all powers of the Charity, subject to its governing instruments and relevant laws and regulations.

2.2 The Board's Terms of Reference shall be subject to prevailing governing instruments, applicable laws and regulatory guidelines.

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

2.4 The Board authorizes the management to manage the day-to-day operations of the Charity in accordance to the directions set out by the Board.

2.5 The Board shall appoint the internal and external auditors of the Charity, or any other professional advisers where appropriate and necessary

3. Roles and Responsibilities

3.1 The Board's responsibilities include the following:

a. Strategy

i. The Board shall set out the strategies for the achievement of the Charity's objectives. The strategies should be made in consultation with the management and shall be reviewed by the Board from time to time, or at least once a year. The strategies are implemented by the management and overseen by the Board.

b. Risk Management

The Board shall determine the Charity's risk appetite, risk tolerance and shall identify, monitor, review and address the Charity's key risks, at least once every year. ii. iii. iv. v. The

- ii. The Board shall ensure that management has put in place strong internal controls with documented procedures over financial, operational, compliance, and information technological aspects.
- iii. The Board shall conduct an annual assessment of the adequacy and effectiveness of these internal controls, through the help of in-house, co sourced or outsourced internal audit functions, at the Charity's expense.
- iv. The Board shall approve key policies to guide the operating activities of the Charity and responsibilities defined by the Charity.
- v. The Board will establish an Audit Committee (AC) where it is possible to assist the Board in facilitating the internal and external audit of the Charity, as well as other responsibilities defined by the charity.

c. Finance

- i. The Board shall establish a Finance Policy, with documented controls and procedures for financial matters in key areas, including procedures and controls in procurement, receipting, payment processes, as well as system for the delegation of authority and limits of approval in the Charity.
- ii. The Board shall review and approve the capital and operating budgets and plans prepared by the management and regularly monitor the expenditure and outcomes of these plans. The
- iii. The Board shall monitor the financial status of the Charity and ensure the financial sustainability required to carry on the Charity's activities for the long term. Where necessary, the Board shall review and approve financing options presented by the management.
- iv. The Board shall ensure the proper accountability of funds and immediately address any financial irregularities or concerns.
- v. The Board shall ensure that financial reports are true and fair and contain adequate and necessary information for stakeholders.

d. Programmes and Services

- i. The Board shall oversee new programmes being developed and monitor the efficiency and effectiveness of these programmes in meeting the Charity's objectives.
- ii. The Board may establish a Programme and Services Committee to assist the Board in overseeing the operations of the Charity's programmes and services.

e. Fund-raising

- I. The Board shall approve fund-raising plans and targets prepared by the management and ensure that these efforts are legal, ethical, appropriate, cost-effective and transparent.
- ii. The Board shall provide oversight over the Charity's fund-raising initiatives and assess whether such initiatives are adequate to contribute to the financial sustainability of the Charity. Paid third-party fund-raisers shall be engaged with prudence. Such appointments

should be reviewed and approved by the Board, considering the rationale and fee arrangements (including commissions payable) involved.

iii. The Board shall account to donors what, how and when the funds would be used, ensuring timely disclosures.

iv. The Board shall ensure that all money raised is properly accounted for and safeguarded. Where the money is received for a restricted or specific purpose, the Board shall ensure proper monitoring and limits set for the use of such money.

v. The Board shall ensure that donors' confidentiality is protected, with no disclosure without their written permission. The Board may establish a Fund-raising Committee to assist the Board in overseeing overall fund-raising efforts.

f. Human Resources (HR)

i. The Board shall determine the Code of Conduct for Board Members, staff and volunteers (where applicable).

ii. The Board shall ensure that there is an adequate process with documented procedures for Board Members and staff to declare potential or actual conflict of interest to the Board in a timely manner.

iii. The Board shall ensure that there is a fair process for determining the remuneration of staff, in order to assist the Charity in attracting, retaining and motivating staff.

4. Nomination and Appointment

4.1 The Board shall review the Board composition, at least once annually, or as necessary, to ensure that the Board has a majority of independent directors and the required expertise within the Board.

4.2 The Board shall actively plan for the succession of key office bearers such as the Chair, the Treasurer, the Secretary and the Executive Head.

5. Composition

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

5.2 The Board should be made up of at least three directors, as required under the Charities (Registration of Charities) Regulations. In addition, the Regulations require at least two directors to be Singapore citizens or permanent residents.

5.3 The number of non-executive Members on the Board should be the higher of three and such number that would allow the non-executive Members to make up the majority of the Board. This number enables the Board to form Board Committees such as the AC, where best practice calls for the AC to have at least three Members; all of whom are independent from staff.

5.4 The Chair of the Board should be independent and not be the same person as the Executive Head / Chief Executive Officer.

Meetings

- 6.1 It is recommended that the Board should meet at least four times a year.
- 6.2 Board Members should make every effort to attend all Board meetings (Code ID 1.3.2).
- 6.3 Seven calendar days’ notice, or such shorter notice as may be agreed by the Board, shall be given by the Secretary to the intended attendees of the meeting, specifying the agenda, time and venue of the Board meeting.
- 6.4 The quorum for a Board meeting is at least half of the Board Members, with the majority of the quorum being Board Members independent from staff.
- 6.5 Non-Board Members would not count towards the quorum.
- 6.6 Where a Board Member has recused himself or herself from any part of the meeting, the Board Member shall not be counted in the quorum for that part of the meeting.
- 6.7 The Chair of the meeting shall be the Board Chair. In the absence of the Board Chair, a non-executive and independent Board Member shall be the Chair of the meeting. Typically, the Vice-Board Chair would assume the role in the absence of the Board Chair.
- 6.8 Only Board Members can vote in Board meetings.
- 6.9 Every matter shall be determined based on the majority of votes. Voters shall also comprise a majority of Board Members independent from staff. Every Board Member is only allowed one vote subject to the Charity’s constitution.
- 6.10 Minutes and resolutions of all proceedings of the Board meeting shall be recorded by the Secretary and circulated to the Board.
- 6.11 Prior to circulation, the minutes are to be confirmed by the Chair of the meeting. Such confirmation may be evidenced in writing or by electronic means.
- 6.12 The minutes and resolutions shall be kept by the Secretary and made accessible to all Board members.

Qualifications

A Bachelor’s degree or equivalent is necessary.
Awareness about the community trends in the world of aging/seniors is highly imperative.
Must have affinity with the vision and mission of the company.

Physical requirements

There are no specific physical requirements for this position.

Approved by:	<i>Aaron Yeoh</i>
Date approved:	<i>January 2025</i>
Reviewed:	<i>January 2025</i>

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Ideally, a job description should be reviewed annually and updated as often as necessary.