

CORPORATE GOVERNANCE

For the financial year ended 31 March 2024

Introduction

SIT was incorporated in September 2009 as a company limited by guarantee under the Companies Act 1967. It is an Institution of Public Character (“**IPC**”) under the Charities Act 1994.

SIT is governed by the Singapore Institute of Technology Act 2014. Its key constituent document is the Memorandum and Articles of Association which states that the purpose of the University is to promote and undertake the advancement of education by providing educational facilities and courses of study in all fields of knowledge, promote and engage in research and scholarships and establish, operate, promote and maintain the University as a going concern. SIT has three subsidiaries – Verbosecurity Pte. Ltd. (Company Registration No. 201902376G), which was incorporated on 18 January 2019¹, SIT Microgrid Pte. Ltd. (Company Registration No. 201926986H), which was incorporated on 19 August 2019, and Foodplant Pte. Ltd. (Company Registration No. 202007139N), which was incorporated on 2 March 2020. The three subsidiaries were incorporated to support SIT’s strategic initiatives.

Good corporate governance is the cornerstone of a well-managed University which is, in turn, critical to SIT’s performance and operations. The focus of its governance framework, on which the University’s vision, mission and core values are formulated, promotes accountability and transparency and is manifested in the composition of the Board of Trustees (“**Board**”) and its Committees, division of powers and duties between the Board and Management, adoption of checks and balances, and sound measures for internal and corporate controls.

Governance Evaluation Checklist

The University adheres to the Code of Governance for Charities and Institutions of Public Character (“**Code**”). The University has complied in material aspects with the principles and guidelines set out in the Code. Where there are departures from the Code, these are explained under the relevant sections of the Governance Evaluation Checklist (“**GEC**”).

According to disclosure requirements imposed by the Charity Council, Ministry of Culture, Community and Youth, all IPCs are required to publicly disclose their compliance with the Code. The University’s GEC is made available on the website of the Charity Portal at www.charities.gov.sg.

Board of Trustees

The Board is the highest governing authority of the University and comprises 20 Trustees, chaired by Mr Bill Chang, Chief Executive Officer, Digital InfraCo, Singapore Telecommunications Ltd. The Board oversees the business of the University, ensures that it acts in accordance with its objects, that its funds and assets are properly accounted for and safeguarded and provides guidance and stewardship to Senior Management, conferring regularly with them. The Board is accountable to the Minister for Education, Singapore for its acts and decisions.

The Trustees are eminent persons of good repute and sound judgment who possess collective competencies in areas such as the public and private sectors, academia, accounting and finance, law, information technology, strategic planning, engineering, defence, investment and asset management, healthcare, real estate and sustainability. New Trustees will continue to be selected and invited to serve on the Board on the basis of the diversity of their experience, skills, knowledge, abilities and insight from time to time to ensure constant refreshing of the Board. The Trustees’ profiles appear on pages 12 & 13 of the Annual Report.

There is an objective decision-making process, which allows each Trustee to exercise his or her own independent judgment. The University has established financial authorisation and approval limits for operating and capital expenditure, the procurement of goods and services, the acquisition and disposal of assets and making investments. The Board approves the annual budget and annual audited financial statements of SIT, amongst other responsibilities. With regard to the reserves policy, the use of the reserves is subject to the approval of the Board.

The Board is supported by eight Board Committees formed in accordance with Article 53 of the Articles of Association (“**AAs**”), namely the Advancement, Audit, Campus Development, Finance, Industry and Research, Investment, Remuneration and Nomination, and Sustainability Committees. Each Board Committee has clear Terms of Reference setting out their role, authority, powers and matters requiring their approval. The list of Board Committees is on page 38 of the Annual Report.

Briefly, the responsibilities of the Board Committees are as follows:

- (a) The Advancement Committee provides oversight and policy guidance on the University’s philanthropic activities.
- (b) The Audit Committee oversees and reviews the University’s internal controls, integrity of its financial reporting, legal and regulatory risks, enterprise risk management, internal and external audit functions.
- (c) The Campus Development Committee maintains oversight of the University’s campus development policies and any other matters related to the acquisition, commissioning and management of significant physical assets or facilities.
- (d) The Finance Committee provides oversight of the University’s financial policy management.
- (e) The Industry and Research Committee provides strategic guidance on the University’s industry engagement and collaboration, and applied research.
- (f) The Investment Committee oversees the investment of the University’s endowment and surplus funds.
- (g) The Remuneration and Nomination Committee oversees and reviews the University’s overall remuneration framework and policies, and also oversees succession planning for the Board and the Board Committees.
- (h) The Sustainability Committee provides strategic guidance on the University’s sustainability strategy, policies and initiatives, as well as the development of the University’s talent and applied research capabilities in sustainability.

Each Board Committee comprises Trustees with appropriate qualifications and skills and there is a fair distribution of responsibilities amongst the Trustees. Where required, non-Trustees with relevant areas of expertise are invited to provide advice to the Board Committees to enhance the process of decision making. The Board is kept informed of the key matters discussed at each Board Committee meeting.

None of the Trustees have general control and management of the University’s subsidiaries.

¹ Verbosecurity Pte. Ltd. was struck off the Register of Companies on 4 June 2024.

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Board Attendance

A total of four Board meetings were held during the financial year from 1 April 2023 to 31 March 2024. The attendance of the Trustees at the Board meetings during the financial year is tabulated below:

Name	Percentage (%) of Attendance
Mr Bill Chang	100
Mr Chan Hian Lim	75
Dr Chia Tai Tee	75
Prof Chua Kee Chaing	100
Mr Han Kwee Juan	100
Dr Benjamin Koh	75
Mr Kwee Liong Keng	50
Ms Lim Wan Yong	75
Mrs Margaret Lui	75
Mr Abu Bakar bin Mohd Nor	75
Ms Neo Gim Huay	25
Ms Gail Ong	100
Ms Jacqueline Poh	75
Mr Quek Gim Pew	75
Mr Ravinder Singh	25
Mr Nagaraj Sivaram	100
Ms Susah Soh	100
Mr Soon Sze Meng	100
Ms Tammie Tham	100
Mr Wen Khai Meng	100

Management of the University

The President of the University, Professor Chua Kee Chaing, is appointed by the Board and is the Chief Executive Officer and the University's academic and administrative lead. He is responsible to the Board for the conduct, co-ordination and quality of the programmes of the University and its future development. He is empowered with the authority to perform all acts which are necessary to implement the policies, procedures and actions of the Board. As a liaison between the Board and the University, the President is tasked with the responsibility of informing each party of the views and concerns of the other that relate to the programmes and administration of the University. He also arranges for the annual budget of the University to be presented to the Board annually for approval as part of his duties.

The profiles of other members of the Senior Management of the University can be found on its corporate web page and at page 14 of the Annual Report.

Conflicts of Interest

The Trustees and staff are required to act in the best interest of the University at all times. Policies have been developed to prevent or manage situations where conflicts of interest could arise, by promoting integrity and ethical business conduct.

The AAs contain provisions for the management and avoidance of conflicts of interest by members of its Board of Trustees. Such provisions include:

- (a) permitting a Trustee to be interested in any transaction with the University provided that the Trustee has declared the nature of the interest to the other Trustees of the Board as required under the Companies Act of Singapore and complied with the provisions of AAs to abstain from voting on any matter related to the transaction,
- (b) permitting a Trustee, or a firm associated with the Trustee, to act in any professional capacity for the University (except as auditor) and to be remunerated for the provision of professional services, 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 of Trustees, any of its committees, or any general meeting of the University or otherwise in connection with the affairs of the University.

The AAs also state that Trustees shall not receive any remuneration for services rendered by them as Trustees. In addition, the University does not have any staff receiving more than S\$50,000 in annual remuneration that is a close relative of any Trustee.

The University has implemented a Conflict of Interest Policy which all staff must comply with. In accordance with that Policy, staff must ensure that their private activities and interests do not conflict with their professional obligations to the University. Where there is a potential conflict of interest, the staff is required to submit full disclosure and request for an appropriate exemption. The University will grant such exemptions at its discretion. In addition, staff are required to declare their compliance with the University's prevailing policy on conflicts of interest annually.

Whistleblowing Policy

The University seeks to uphold the highest standards of governance, ethics, and conduct. To this end, the University has a Whistleblowing Policy which provides individuals with a confidential avenue to report, in good faith, any wrongful practices in the University, without fear of reprisal against the whistleblower. The policy and reporting channels are published on SIT's website.