



## NORTHFIELDS CORPORATE GOVERNANCE, NOMINATIONS AND ETHICS COMMITTEE (CGNEC) CHARTER

### Our Vision

We are committed to empowering learners to reach their full potential through a holistic education. Our students develop an appreciation for cultural diversity while being prepared to become confident, responsible and active global citizens.

### Our Mission

We achieve this by:

- Providing our pupils with learning opportunities that maximise their potential through a structured programme of academic and extra-curricular activities.
- Offering challenging, internationally recognised programmes and qualifications.
- Emphasising the development of socially conscious and environmentally aware global citizens, with a compassion for others and the courage to act on their beliefs.
- Nurturing the growth of principled future leaders.

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## 1. Introduction

The Corporate Governance, Nominations and Ethics Committee is a Committee of the Board of Directors (the "Board") of Northfields International Schools Holdings Limited including its subsidiaries ("the School") to which the Board has delegated certain oversight responsibilities.

## 2. Objective

The principle function of the Corporate Governance, Nominations and Ethics Committee (the Committee) is to oversee the effectiveness of Corporate Governance, Nominations and Ethics frameworks of the School to assist the Board in the discharge of its duties in relation to Corporate Governance, Ethics and Nomination processes.

The Committee does not relieve the Board of its responsibilities in any way.

## 3. Composition

- 3.1 The Committee shall comprise of not less than 3 members and if possible, the majority should be independent non-executive Directors.
- 3.2 The Head of School may be a member of the Committee.
- 3.3 The Chairperson and the members of the Committee shall be appointed by the Board. The Chairperson shall be an independent non-executive Director and shall normally not be the Chairperson of the Board.
- 3.4 The Board may at any time remove members from the Committee and fill any vacancy created by such removal.

## 4. Meetings

- 4.1 The Committee shall as far as possible meet at least twice annually. However, the Chairperson or any other member of the Committee may call a meeting at any other time.
- 4.2 The independent non-executive Director appointed to oversee the corporate governance processes of the School shall act as the Secretary of the Committee. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 4.3 A quorum for a meeting of the Committee is a majority of the members present in person, by video conference, webcast or telephone.
- 4.4 Notice of each meeting confirming logistics and an agenda of items to be discussed and supporting reports, shall be forwarded to each member of the Committee, and any other person required to attend, no later than 5 days before the date of the meeting.
- 4.5 The Secretary shall minute the proceedings and decisions of all meetings of the Committee including recording the names of those in attendance.
- 4.6 Draft minutes of the Committee meetings shall be circulated not later than 15 working days after such meeting to all members of the Committee. Once approved, the minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee Chairperson



## 5. Responsibilities of the Committee

The Committee in discharging their duties shall:

### **Corporate Governance**

- 5.1 Determine and develop the Group's Corporate Governance Framework and procedures to ensure compliance with the principles of the National Code of Corporate Governance for Mauritius ("the Code").
- 5.2 Prepare the Corporate Governance section in the annual report and in doing so ensure compliance with the Code.
- 5.3 Prepare a Corporate Governance compliance report on a yearly basis to be presented to the Board that details how the School have complied with all principles of the Code and the suggested recommendations in relation to areas of non-compliance.

### **Code of Ethics**

- 5.4 Develop and update the Code of Ethics, Gifts and Entertainment Policy, Whistle-Blowing Policy, Conflict of Interest Policy, Equality and Diversity related policies and any other Policy as the Committee deems necessary and appropriate thereby ensuring that the Schools values and rules of good conduct are clearly set out.
- 5.5 Implement policies and procedures to ensure compliance with the Code of Ethics and all related policies.
- 5.6 Oversee the annual and ad-hoc conflict of interest declarations process and report the outcome to the Audit and Risk Committee to ensure that all associated conflicts of interest are managed and mitigated so that the School conducts its business with no material conflicts of interests.
- 5.7 Ensure that an effective process is implemented so that all anonymous reports filed are reported to the Audit and Risk Committee to ensure that the associated risks are identified and mitigated on a timely basis.
- 5.8 Ensure that an effective process is implemented that ensures that the gift register is reviewed on a regular basis and report this to the Audit and Risk Committee to ensure that all conflicts or potential conflict of interests are identified and mitigated on a timely basis.

### **Nominations**

- 5.9 Establish a formal, clear and transparent selection criterion for prospective Directors and evaluation of current Directors performance and re-appointment of Directors.
- 5.10 Identify and nominate, for approval by the Board, suitable candidates to fill Board and Committee vacancies and in doing so ensure that the candidates are not disqualified from being Directors.
- 5.11 Advise the Board on the establishment, terms of reference, composition, membership and disestablishment of its Committees.
- 5.12 Ensure that on appointment of Board members, the Directors receive a formal letter of appointment setting out what is expected of them.
- 5.13 Ensure that an adequate induction programme is implemented for all newly appointed Directors so it is clear what the School expects from these individuals.
- 5.14 Assess the effectiveness of the Board by conducting a Board evaluation on an annual basis and ensuring that the outcome is reported to the Chairman of the Board.





- 5.15 Regularly review the Board structure, size and composition so as to achieve an appropriate balance of skills and expertise as required by the School and to make recommendations to the Board with regard to any changes.
- 5.16 Give full consideration to succession planning for Directors and other Senior Executives in the course of its work, taking into account the challenges and opportunities facing the School, and the skills and expertise required by the Board in the future.

## 6. Reporting responsibilities

- 6.1 Ensure that the Board is aware of all significant issues that may arise in the area of Corporate Governance, Ethics and Nomination processes that may affect the values and affairs or reputation of the School and make appropriate recommendations to the Board on these matters. The minutes of all meetings held by the Committee will be available for consultation by all Board members.
- 6.2 The Chairman of the Committee shall compile a report on its activities to be included in the Schools annual report. The report should include an overview on how the Committee has ensured compliance with this charter in relation to its duties with regards to Corporate Governance, Ethics and Nomination processes.

## 7. Remuneration

- 7.1 Having regard for the functions performed by the members of the Committee in addition to their functions as Directors in relation to the activities of the Committee, members of the Committee may be paid such special remuneration in respect of their appointment as shall be fixed by the Board. Such special remuneration shall be in addition to the annual fees payable to Directors.
- 7.2 The Chairperson of the Committee shall, in addition to his or her remuneration as member, receive a further sum as determined by the Board.

## 8. Other matters

The Committee shall:

- 8.1 Have access to sufficient resources in order to carry out its duties, including access to the Secretary for assistance as required.
- 8.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 8.3 Give due consideration to laws and regulations, the principles of the Code and any other applicable rules, as appropriate.
- 8.4 Arrange for periodic reviews of its own performance and, at least annually review its charter to ensure the Committee is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## 9. Authority

The Committee is authorised by the Board to obtain, at the Schools expense, outside legal or other professional advice on any matters within its terms of reference.