

CODE OF GOVERNANCE

Introduction

It is the policy of Jane Goodall Institute (Singapore) (JGIS) to achieve best practices in corporate governance so as to positively impact JGIS, its staff, volunteers, grantees, donors, assets, functions, objectives, projects, operations, reputation and/or members of the public. These best practices include but are not limited to:

1. Board Roles and Composition

JGIS Board members know their responsibilities and the organisation's work, to ensure that the organisation is well-managed and fulfils its objectives. Board members are committed to governing the organisation effectively. Appropriate orientation and training are provided to Board members, when required, to ensure understanding of the organization's objectives and policies. Board members are expected to exercise independent judgement and act in the best interests of JGIS, independent of the JGIS staff. Staff may not sit as members of the Board but may act as Chair of Committees. Staff who may be invited to attend Board meetings, ex-officio, to provide information, if necessary, but do not vote or participate in Board decision-making. Board members are expected to stay abreast of regulations and updates regarding governance and charitable policies, and will be provided with appropriate training for same.

The Board shall:

- Be comprised of a maximum of 12 members and a minimum of 3 members; individuals of integrity, mature confidence and high standards of excellence, with competencies including accounting, finance, legal, human resources, business and management, strategic planning, fundraising, communications and relevant sectoral knowledge (including but not limited to biology, habitat and species protection, education). The Treasurer/Head of Finance Committee should have recognized accounting qualifications and / or appropriate practical experience.
- Be comprised of members elected annually at the organisation's Annual General Meeting. One Board member is permitted one vote in decisions involving election of Board members.
- Be comprised of members who serve no more than five consecutive two-year terms, excepting the position of Treasurer, who will serve no more than two two-year terms in that position. After a lapse of two years, the same individual can once again serve as

Treasurer. Board members must submit themselves for re-nomination at the end of their terms.

- Ensure all new Board members are given an orientation / induction by the President or assigned members of the Board within three months of being elected.
- Be comprised of Committees, only the Chair of which is required to serve on the Board. JGIS Committees include: Roots & Shoots (Education), Primates, Public Engagement & Outreach, Community Management, Fundraising, Writers & Newsletters, Audit, Nominations and Finance. The Treasurer may not concurrently serve on the Audit Committee.
- Meet regularly, with a quorum required for a meeting of at least one-third of the Board or at least three members (whichever is greater). Board members are expected to make every effort to attend all Board meetings, and proceedings and decisions of Board meetings should be minuted and circulated to the whole Board as soon as practicable.
- Provide clear directions to staff on which matters must be approved by the Board, and while it is recognized some Board members may be involved in operational matters, a clear distinction must be shown between their Board role and operational work.
- Not receive remuneration for their services, as stated in the JGIS Annual Report.

The Nominating Committee acts on the succession strategy for the Board in a timely manner each year and as required, and ensures a continued robust Board population, especially for key office bearers including the Chair and Treasurer.

2. Conflict of Interest

Members of the JGIS Board of directors and staff are expected to operate according to high ethical standards. This includes recognizing that conflicts of interest exist, have the potential to inhibit the wisdom of particular decisions, and possibly damage the organization's reputation.

Conflicts of interest exist where a person:

- a) Has, or is perceived to have, personal, family or business interests that might benefit from a decision in which he/she is involved in making, or is able to influence those making it.
- b) Is involved with a competing or sister organization that may result in a divided loyalty in the context of making a decision

Voting for or against, or arguing for or against, a particular outcome may influence a decision. Limiting the options being considered may also influence it. We recognize that not all conflicts of interest are rooted in financial benefit. Examples of possible conflict of interest situations with respect to JGIS could include:

- A Board member has a personal or business relationship with JGIS as a supplier of goods or services or as a landlord

- A staff member has a personal or financial relationship outside of the workplace with a donor or supplier with whom he/she deals with directly as a representative of JGIS
- Hiring someone who is directly related to a Board member or other staff member
- Including a major donor or supplier in a position of influence on the Board even if it is a non-voting one.

We note that conflicts of interest are unavoidable and should not prevent an individual from serving as a director or as staff member unless the extent of the interest is so significant that the potential for undue influence is present in multiple situations.

Procedures for handling real or perceived conflicts of interest:

Disclosure: Members of the Board and staff have a duty to disclose any personal, family, or business interests or other community involvements, that may, in the eyes of another person, influence their judgment. Directors shall disclose conflicts of interest to the Board, and staff to the Chair of the Board.

Board members are expected to disclose potential conflicts, if anticipated, prior to their nomination or election. Otherwise they are obliged to disclose them as soon as the circumstances arise. They should be disclosed to the Board Chair or to the whole Board.

The Board itself may want or choose to disclose specific director conflicts of interest to members, staff, funders and external stakeholders where that interest may, in their judgement, affect the reputation or credibility of the organization. Such disclosure may be made in a formal and confidential communication.

In the case of the potential hiring of an individual with close family ties to Board members or other staff, the individual will undergo the established human resource procedures for recruitment, performance evaluation and remuneration. Board members or staff should make a declaration of such relationships and not influence decisions made during these procedures.

Determination of Conflict: The Board should assess the presence of a conflict of interest, or the perception of one, and determine what actions, if any, are appropriate to address the situation.

Exemptions: Board members and staff have a duty to exempt themselves from participating in any discussion and voting on matters where they have, or may be perceived as having, a conflict of interest. In some circumstances they may be asked to step out.

Minutes of Board meetings should reflect when a Board member discloses that s/he has a conflict of interest and how the conflict was managed. Normally this involves a discussion on the matter without the Board member in the room, which should be minuted, and a vote, where the interested Board member, if he/she has returned, abstains. Staff conflicts should be similarly managed.

3. Strategic Planning and Program Management

Every three years, the Board reviews and approves the vision and mission of JGIS to ensure our work is relevant to our changing environment and needs, and aligns with the efforts of Jane Goodall Institute Global (JGI Global). This vision and mission are communicated clearly to our donors, sponsors, staff, Board members, volunteers, partner organizations including governmental organizations, and to the general public. Concurrently, JGIS renews its long-term five-year strategic plan to ensure the financial, programmatic and social viability of the organization.

These five-year plans are reviewed annually to ensure that our activities are consistently in line with our objectives, and those of JGI Global, meet budgetary guidelines and are achieving stated goals. The outcomes of each individual programme are reviewed by staff, Board members and Committee members to ensure clear definitions, the relevance of the programme and the value of continuing activities. Our planning process and outcomes of activities are reported to relevant stakeholders regularly, and to the Board at all regularly scheduled meetings.

4. Programme Management

All programmes of JGIS are directed towards achieving objectives as stated in the JGIS constitution.

All new programmes are approved by Board members at regular Board meetings. The outcome and benefit of the programmes are defined, and targets are set and monitored. The lead of the programme provides the board with updates, tracks progress according to targets set and explains discrepancies so the board can decide if and how the programme proceeds. The Board will review all programmes annually to ensure the objectives of JGIS are being met, and that the programmes continue to be relevant to the current needs of JGIS and its beneficiaries and stakeholders.

5. Human Resource and Volunteer Management

JGIS strives to provide a paid and volunteer environment that attracts, retains and motivates staff and short and long-term volunteers, including Board members, who have suitable qualifications, experience and performance, and a passion for our work.

Human resource policies (see Annex A) at JGIS are in place including processes to regularly supervise and appraise staff, to cater to their professional development, and to provide for the guidance, encouragement and training of volunteers. There are fair and transparent performance review and appraisal processes in place for staff, and clear outlines for volunteers to understand their work and the value of their participation with our organization. The Board oversees the process for setting the remuneration of staff. Performance-related elements in

the remuneration package will be linked to fulfilling measurable and clearly defined targets in line with the charity's objectives, and in accordance with the employee's agreed work plan.

6. FINANCIAL MANAGEMENT AND INTERNAL CONTROLS

JGIS follows a set of Board-approved internal controls for financial matters, including:

- procurement procedures and controls
- receipting, payment procedures and controls and
- a system for the delegation of authority and limits of approval.

Reviews are conducted regularly to ensure proper functioning of : the internal controls, processes, spending in key programmes and fundraising/sponsorship/event activity. The investment policy approved by the Board provides advice regarding any reserves invested. The Board seeks advice from qualified professional advisors if deemed necessary.

The Board approves the JGIS annual budget, and regularly monitors expenditure. Financial statements including comparative budget, with analysis and explanations given for discrepancies, are reviewed at Board meetings.

Funds are distributed in pursuit of the purpose of JGIS and. JGIS does not use its funds for loans, donations, grant or financial assistance outside of the core charitable programme of JGIS. If required, then a unanimous Board approval is necessary.

Risk management is an essential role for the JGIS Board, to identify, regularly monitor and review the key risks facing JGIS. This covers mitigating measures and controls for all key risks. Annual planning and long-term planning must include fulsome discussion of risk.

All fixed assets of JGIS are registered to account. The values of any assets are safeguarded, and insured as necessary.

JGIS will maintain a level of reserves to ensure its long-term financial sustainability. There must be enough funds set aside to ensure the core programmes and expenses can be serviced for a year should there not be any incoming revenue.

7. FUNDRAISING PRACTICES

Fundraising activities by JGIS are ethical, and intended to preserve the integrity and transparency of the charity as well as meet budget targets set annually to meet the organization's needs. Donors receive accurate information about the intended use, value and tax implications of their donations both before their gift and in follow-up reporting. Personal donor information is held securely, and only shared with prior permission of the donors, including in recognition vehicles (such as the Annual Report and Financial Statements).

Donations or sponsorship funds, solicited or unsolicited, in the form of cash, gifts of securities, property or other gifts-in-kind are properly accounted for and promptly deposited.

A donor, or the Board, may use funds raised or donated to set up specific restricted funds and/or endowments solely for clear and justifiable needs, meeting the intended purpose of the donor(s). Each specific fund must have a purpose, intended size, and schedule for fund disbursement. Any change in the direction of use of such funds can only be done with the permission of the donor(s) or if a Board-initiated fund, by the Board. In setting up a restricted fund, a donor is made aware of the purpose of the funds, and amount of funds require to achieve the fund's purpose.

Any use of third-party fundraisers is reviewed and approved by the Board, and disclosed to donors.

8. DISCLOSURE AND TRANSPARENCY

JGIS produces a report annually that highlights programmes, activities, audited financial statements, and names of Board members and number of Board meetings attended by each. The report also includes total annual remuneration of the three highest paid staff, if that remuneration exceeded \$100,000, or a statement indicating no staff remuneration reached that threshold.

9. PUBLIC IMAGE

The charity should accurately portray its image to stakeholders, including members, donors, volunteers, staff and the public.

It is the responsibility of the Board to ensure that that the messaging from JGIS is consistent with the organization's overall vision and mission.

The board should identify and specify appropriate spokespersons for JGIS who can best represent the organization, and who take responsibility for the release of information about our activities to stakeholders, the media and public, through all available media, social media and communications platforms.

JGIS has a system of approvals concerning the use and application of the charity's name and logos by third parties.

Roles and Responsibilities

The Chair of JGIS is ultimately responsible for the implementation of the Code of Governance across the organization, with the support of the Board of Directors. JGIS staff are responsible for the elements of the Code that relate directly to their work.

Annex A – HR Policy

1. Employees are important assets of JGIS. The following human resources policies are in place for paid staff who run JGIS' operations and programs.

1.1 Recruitment

JGIS' employee recruitment objective is to hire people who share our goal of furthering Jane Goodall Institute's mission and vision in Singapore. We are committed to an equal-opportunity policy and discrimination-free hiring process. Our recruitment and selection process follows these steps:

1. Identify need for a job opening
2. Review job description and compose recruitment ad
3. Post opening on appropriate sources (external or internal)
4. Decide on the selection stages and possible timeframe
5. Shortlist applications
6. Proceed through all selection stages
7. Select the most suitable candidate
8. Make an official offer

1.2 Remuneration

This policy outlines JGIS' employee remuneration strategy and applies to all employees. Our policy is to ensure the remuneration is reflective of applicable market conditions, our statutory obligations, the level of accountability (responsibility, objectives, goals etc.) assigned, and the provision of incentives to deliver outstanding performance.

JGIS offers to its employees a remuneration package that includes (i) a fixed salary, (ii) a variable pay, and (iii) benefits.

(i) Fixed Salary

The fixed salary represents the main component of the total remuneration and is calculated based on criteria such as the level of education, the level of expertise and skills required, the constraints and job experience. Employees will be paid their fixed salary (less any applicable CPF deductions) on a monthly basis for that calendar month, into their nominated bank account.

(ii) Variable Pay

The variable pay is paid in the form of bonuses at the discretion of the Board. The payment of a variable pay is not mandatory. The amount of the variable pay is calculated based on KPIs and goals achieved.

(iii) Benefits

The benefits that employees may receive are not subject to a binding calculation process. These are provided to employees adhering to local labor regulations. These include, but are not limited to, paid annual leave, paid medical/maternity leave, paid health insurance, employer-funded CPF contributions.

1.3 Training and Development

The Board believes employee training and development benefit both JGIS and our staff. The Board may approve the following employee trainings: formal training sessions, employee coaching and mentoring, participating in conferences, on-the-job training, job shadowing.

1.4 Performance Appraisal

An annual appraisal process is used to evaluate and measure each employee's performance against defined objectives. The performance of an employee is measured through qualitative and quantitative criteria based on various factors, such as financial results, client service, technical skills, etc. Employee performance will be assessed against the goals set by the Board and agreed with the employee on at least an annual basis. The Board is to ensure each employee has an understanding of the key strategic drivers of JGIS and that appropriate and measurable objectives are identified and set during each annual review for the following review period.

1.5 Disciplinary Actions

The Disciplinary Action policy applies to all JGIS employees. It explains how JGIS addresses employee misconduct or inadequate performance and outlines the disciplinary procedure.

The stages that may be followed when discipline is deemed necessary include the following:

1. Verbal warning
2. Corrective actions
3. Official written reprimand
4. Disciplinary meeting with the Board
5. Final written warning
6. Termination

The nature of the offense must be explained to the employee from the beginning of the procedure. The verbal warning may take the form of a simple oral reprimand but also a full discussion if that is necessary. The employee must read and sign the written reprimand and final written warning. These documents include the time limit in which an employee must correct their conduct before the Board takes further disciplinary action.

1.6 Cessation of Employment

Our Cessation of Employment policy refers to the event that an employee ceases to be part of the JGIS workforce. Termination of employment happens when the contract of an employee is discontinued due to their or the company's actions.

The dismissal of an employee from his/her job duties may be categorized as voluntary or involuntary. Voluntary dismissal includes: resignation, retirement, expiration or completion of contract. Involuntary dismissal includes: discharge for cause and discharge without cause. Discharge for cause refers to the immediate termination of employment due to an employee's misconduct. Examples of such termination include circumstances where an employee breaches his/her contract of employment; is discovered guilty of fraud, embezzlement or other kinds of illegal actions; is guilty of discriminatory behavior or harassment; is guilty of unlawful or

immoral behavior on the job; is guilty of willful neglect of job responsibilities; is discovered to have caused intentional damage to JGIS' assets; continuously disregards company policy. The list is not exhaustive therefore, discharge for cause remains at the Board's discretion. It must however always reflect an unacceptable behavior or action that violates legal or JGIS' guidelines and may result in financial and non-financial damages for JGIS, other employees, or society.

1.7 Process for setting the remuneration of staff

The performance-related element in the remuneration package is linked to fulfilling the measurable and defined targets in line with JGIS' objectives. These include, but are not limited to, fundraising, public outreach, education.

2. Volunteers play an important role and are vital assets of JGIS. The following human resource policies are in place for volunteers who run or assist with JGIS' operations and programs.

2.1 Appointment

All volunteers must go through a formal application and interview process. Supervisors must ascertain that volunteers have the qualifications, enthusiasm and level of commitment JGIS is looking for and that they fit with the JGIS culture.

Volunteers must understand that they are not employees of the organisation who enjoy a property right to their position and that they serve at the pleasure of JGIS. Consequently, volunteers may be released for cause or no cause at all.

2.2 Orientation and Supervision

All volunteers will be assigned a supervisor who will give an orientation within the first month of their service. The orientation is designed to provide a framework for volunteering. Volunteer Orientation provides an overview of JGIS, its mission, history and goals. Volunteers must be properly supervised and periodically evaluated.

2.3 Conflict of Interest

Each volunteer must act in all matters in a manner that will safeguard the reputation and integrity of JGIS and will preserve and strengthen public confidence in JGIS activities. Likewise, volunteers must refrain from engaging in any transaction in which personal interests conflict, potentially conflict or appear to conflict with those of JGIS.

2.4 Reimbursement of Expenses & Remuneration

Volunteers (including the board of directors) must be willing to serve in a non-salaried, non-stipend position with no remuneration beyond incidental expenses (arranged on a case-by-case basis, subject to the availability of funds)

Volunteers may be eligible for reimbursement of pre-approved, actual out-of-pocket expenses, including transportation expenses, incurred while engaging in volunteer service for JGIS. Upon the approval of a supervisor, volunteers need to track and submit receipts for all actual out-of-pocket expenses for which they seek reimbursement.