

BOARD OF DIRECTORS

TERMS OF REFERENCE

1. Purpose

- 1.1. The purpose of the Board of Directors (“Board”) is to provide strategic guidance, expert advice and support to Ambulance Wish (Singapore) Ltd (“AWS”), ensuring its operations, programmes and initiatives meet its mission and objectives with the highest standards of quality, effectiveness, and integrity.

2. Roles & Responsibilities

- 2.1. The Board’s responsibilities shall include, but not limited to, the following:
- 2.1.1. Directing and supporting the objects and public image of AWS;
 - 2.1.2. Establishing procedures for governance;
 - 2.1.3. Establishing and reviewing policies;
 - 2.1.4. Definining, implementing and reviewing a long-term strategic plan for AWS;
 - 2.1.5. The hiring, overall management, evaluation of key employees; and
 - 2.1.6. The rejuvenation and growth of the Board, which shall be accomplishing, identifying and cultivating future Board leadership.

3. Composition

- 3.1. The Board shall consist of a Chairman and at least three (3) more and not more than eleven (11) other members.
- 3.2. The Chairman is elected onto the Board.
- 3.3. The other appointment holders, i.e. Vice-Chairman, Treasurer and Board Secretary, are nominated by the Board.
- 3.4. The Executive Director is an ex-officio member.
- 3.5. Each Director (governing Board member) shall hold his or her office for a term of up to two (2) years and must submit themselves for re-nomination and re-appointment, at least once every term.

3.6. The term limit for each Director shall be set at ten (10) consecutive years. Re-appointment to the Board can be considered after at least a two (2)-year break.

3.6.1. Should the Director leave the Board for less than two years, and when he/she is being re-appointed, the Director's years of service would continue from the time he/she left the Board.

3.6.2. The Chairman, Vice-Chairman, Treasurer and Board Secretary shall not hold the same office for more than four (4) consecutive years. Re-appointment of the outgoing Chairman, Vice-Chairman, Treasurer and Board Secretary may be eligible for re-election after a lapse of at least two (2) years.

4. Meetings

4.1. The Board shall hold at least four (4) meetings a year.

4.2. In consultation with the Chairman, the Secretary shall circulate the agenda for each Directors' meeting to all the Directors at least one calendar week before the meeting. The Secretary shall also circulate the minutes of each Directors' meeting to all the Directors expeditiously.

4.3. The quorum necessary for the transaction of the business of the Directors shall be fixed at least half of the governing Board members (not less than three), to the nearest whole number.

5. Confidentiality

5.1. Directors must maintain the confidentiality of sensitive information discussed during Board meetings.

6. Conflict of Interest

6.1. Directors must disclose any potential conflicts of interest at least once a year, and as soon as such a conflict arises. Where applicable, Directors with a conflict of interest will recuse themselves from relevant discussions and decision-making processes. The Director concerned shall not be counted towards a quorum.

7. Review & Amendment

- 7.1. The terms of reference will be reviewed biennially by the Board. Any amendments to the terms of reference require a two-thirds majority vote of the Board of Directors.

8. Board Effectiveness Assessment

- 8.1. The Board shall conduct a written self-evaluation survey at least once a year to assess the performance and effectiveness of the Board as a whole. Based on this evaluation, the Board shall, where appropriate, consider process improvements, new Board programmes and new members for appointment to the Board.

9. Other Matters

- 9.1. Directors do not receive any remuneration.
- 9.2. A Director may be removed, before the expiration of his or her period of office, by ordinary resolution passed or a simple majority vote of no confidence.