

MAURITIUS INSTITUTE OF DIRECTORS (the “Company”/”MloD”)

**TERMS OF REFERENCE OF THE EDUCATION COMMITTEE
(the “Committee”)**

1. PURPOSE

- 1.1.** The Committee shall operate as a standing committee of the MloD Board of Directors (the “Board”).
- 1.2.** The Committee shall oversee all matters concerning training and education activities of the MloD aimed at the promotion and achievement of the objectives and such related matters as may be referred to the Committee by the Board within the limits of the powers and duties as specified herein.
- 1.3.** In the event that any activity of this Committee is unforeseen or not specified in this Terms of Reference, the Chairperson of this Committee shall recommend to the Board matters discussed and approved by the Committee of the handling of the activities that are unforeseen or not specified in these Terms of Reference. Only exceptionally and for urgent matters requiring immediate attention, shall the Committee handle the activities outside the scope of these Terms of Reference. In such urgent circumstances the Chair of the Committee shall however immediately discuss the matter with the Chairperson of the Board.

2. AUTHORITY

- 2.1.** The Committee has authority to conduct any matters under the scope of its responsibility outlined in Paragraph 5 hereunder.
- 2.2.** Unless varied by these Terms of Reference, meetings and proceedings of the Committee will be governed by the Company’s Constitution.
- 2.3.** These Terms of Reference may be amended as required, subject to the approval of the Board.
- 2.4.** The Committee, in carrying out its tasks under these Terms of Reference, may obtain such outside or other independent professional advice as it considers necessary to carry out its duties. If such outside or other independent professional advice requires the payment of fees, the Committee shall obtain prior approval by the Board.

- 2.5. The Board will ensure that the Committee will have access to professional advice in order to perform its duties.
- 2.6. The Committee's role is to present to the Board its recommendation and the Board has the sole authority to ratify the decisions.
- 2.7. The Committee shall have decisions powers, acting on behalf of the Board, only if acting on a written resolution of the Board for tasks that will be specifically listed and for a limited period of time.

3. COMPOSITION

- 3.1. The Committee shall be appointed annually by the incoming Board after their election at the Annual Members' Meeting.
- 3.2. The Committee shall comprise of not more than SIX (6) MloD Directors, one of whom shall be the Chief Executive Officer (CEO) of the MloD.
- 3.3. As far as possible the Committee shall be composed of a majority of Independent Non-Executive Directors.
- 3.4. The Board of the MloD shall nominate the Chairperson of the Committee at the first meeting after the Annual Members' Meeting.
- 3.5. The Secretary of the Education Committee shall be a member of the MloD Staff and shall be responsible for convening and coordinating the meetings, under the direction and instructions of the Chairperson of the Education Committee. The Secretary shall also take and prepare notes of meeting for the Education Committee.
- 3.6. Persons who have served on this Committee until the conclusion of the Annual Members' Meeting shall be eligible for reappointment.
- 3.7. The Chairperson of the Committee will continue to serve until the next Chairperson is appointed.
- 3.8. Members of the Committee shall not be permitted to appoint alternates or proxies to act in their stead.

4. MEETINGS

- 4.1. In carrying out its functions, the Committee shall meet as often as is necessary, and at least twice per annum.

4.2. The Chairperson of the Committee or any member of the Committee may call a meeting at any other time.

4.3. A Committee meeting shall be held either:

- a. by a number of Members who constitute a quorum, being assembled together at the place, date, and time, appointed for the Committee Meeting; or
- b. by means of audio, or audio and visual, communication by which all Members participating and constituting a quorum, can simultaneously hear each other throughout the Committee Meeting.

4.4. The quorum for meetings of the Committee shall be any THREE (3) members present throughout the meeting who shall decide on the matters for subsequent presentation to the Board for formal decision.

4.5. The notice of each meeting of the Committee confirming the venue, time and date and enclosing an agenda of items to be discussed shall, other than under exceptional circumstances, be forwarded to each member of the Committee not less than FOUR (4) working days prior to the date of the meeting.

4.6. Minutes shall be kept of all proceedings of the Committee where it has met. In the event of circularised decisions taking place of the Committee Meetings, these must be approved at the next subsequent meeting of the Committee.

4.7. Minutes of all meetings shall be circulated to all the members of the Committee and may also, if the Chairperson of the Committee decides so, be circulated to other members of the Board.

4.8. Any director may, provided that there is no conflict of interest and with the agreement of the Chairperson, obtain copies of the Committee's minutes.

4.9. The Chairperson of the Committee will be in charge of ensuring that decisions made at the Committee level are submitted to the board for approval. Such decisions can, if no individual member of the Board objects, be submitted via electronic format (such as email) for circular decision.

5. RESPONSIBILITIES

The Committee will carry out the following responsibilities:

5.1. Review and approve the Education strategy of the MIOD on an annual basis.

- 5.2. Analyse the training calendar for the financial year, taking into account public workshops and webinars.
- 5.3. Assess and monitor the organisational support programmes which consist essentially of in-house trainings and board evaluation activities.
- 5.4. Monitor the turnout of the planned activities on a regular basis.
- 5.5. Assess the satisfaction rate of the facilitators and take decisions accordingly.
- 5.6. Review the Director Development Programme of the Institute whenever needed to include the latest trends as well as national and international best practices.
- 5.7. Ratify the quarterly report of the CEO.

6. Reporting Responsibilities

- 6.1. In addition to the approval requirement as outlined under Paragraph 2.6 above, the Chairperson of the Committee, acting on behalf of the members of the Committee will report to the Board about the activities and issues that arise with respect to the training and education activities of the MloD.
- 6.2. The Committee will report annually to the members, describing the Committee's composition, responsibilities and how they were discharged, and any other information required.

7. Other Responsibilities

- 7.1. Review and assess the adequacy of the Committee Terms of Reference annually, requesting Board's approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
- 7.2. Confirm annually that all responsibilities outlined in this Terms of Reference have been carried out.
- 7.3. Evaluate the Committee's and individual members' performance at least annually.

Name:
 Chairperson of the Board

Name:
 Chief Executive Officer