
RULES ON ACCEPTANCE OF NON-EXECUTIVE DIRECTORSHIPS AND EXECUTIVE DIRECTORSHIPS/MANAGERIAL POSITIONS

These Rules set out the conditions under which the National University of Singapore will grant a staff member permission to accept a non-executive directorship or an executive directorship/managerial position in an organisation. These Rules would apply regardless whether the non-executive directorship or executive directorship/managerial position is remunerated or non-remunerated.

1.0 Non-Executive Directorships

1.1 Role

The role of a Non-Executive Director ("NED") shall be to monitor corporate activity and to contribute to the development of strategy for the organisation. An NED should not be involved in the day-to-day operations of the organisation. By way of example only, involvement in the day-to-day operations of the organisation includes the following activities:

- (a) signing of cheques, or the endorsement or making of payments; or
- (b) endorsement or signing of legally binding contracts or documents (for example, purchase orders, service agreements, tenancy agreements, employment contracts, annual returns of the organisation, audited statements, tax returns, etc.) on behalf of the organisation.

Such involvement in the day-to-day operations would fall under paragraph 2.0 on "Executive Directorships/ Managerial Positions".

Scope

- 1.2 A full-time staff member should seek prior approval before accepting a non-executive directorship in an organisation.
- 1.3 Permission may be granted to a staff member to accept an appointment as non-executive director of an organisation, if the appointment would lead to -
 - (a) enhancement of the staff member's particular field of expertise; or
 - (b) the entrepreneurial exploitation of research undertaken by the University.

Applicability of the Consultation Work Scheme

- 1.4 In addition to these Rules, the rules governing consultation work under the University's [Consultation Work Scheme](#) also apply to non-executive directorships. For example, the non-executive directorship is subject to the guidelines on eligibility, approval authorities, time limit and levy in the same way as consultation work, except where stated otherwise in these Rules. Please refer to the Consultation Work Scheme for full details.

Prohibition of Consultation work and Non-Executive Directorship for the same organisation

- 1.5 Staff members are not permitted to undertake consultation work for organisations in which they also hold a non-executive directorship. This is to prevent any risk of conflicts of interest for the staff member acting in two different capacities (i.e. as non-

executive director and as consultant) within that organisation.

Maximum number of Non-Executive Directorships allowed

- 1.6 Staff members may hold up to 8 non-executive directorships, with no more than 4 of these directorships in publicly-listed organisations, at any one time. For staff members who are also engaged in consultation work, the approval authority has the discretion to reduce the permitted quota by one directorship for every 4 days of consultation work.

Non-Executive Directorships/ Board Memberships in an ex-officio capacity/ in government bodies, statutory boards, tertiary institutions, non-profit organisations etc

- 1.7 Permission should also be sought to accept an appointment as a non-executive director/board member:

- (a) in an ex-officio capacity (as an NUS representative); and
- (b) of a government body, statutory board, tertiary institution, other institution of higher learning, or non-profit organisation which would include but are not limited to a charitable, volunteer, non-governmental and quasi governmental organisation.

Such appointments, if approved, will be treated as non-executive directorships and will count toward the 8 non-executive directorships indicated in paragraph 1.6, but will not be treated as consultation work.

- 1.8 Staff members are expected to provide full details of service on any board, regardless whether the board membership is remunerated or non-remunerated.

Application for Approval

- 1.9 Applications for permission to accept non-executive directorships must be submitted via Employee Central ("EC"), with the following which should be uploaded by the staff member together with his/her application via the attachment function available in EC.

- 1.10 The following must be attached to the application:

- (a) Letter of Non-Liability [HR 139/07-B](#), duly completed by an authorised person of the organisation; and
- (b) copies of the letter of invitation from the organisation and organisation brochure that provide information relevant to the application requirements.

- 1.11 Approval will be conveyed via EC.

- 1.12 Application and approval for a Non-executive Directorship should not generally be for more than 1 year at a time. Any request for exception by the staff member should be accompanied by supporting reasons and will be considered on a case-by-case basis.

Renewal of Non-Executive Directorship

- 1.13 A staff member must submit a fresh application for approval via EC as and when he/she has been offered any renewal of the term of the non-executive directorship on the same terms as the current appointment. Where the renewal is on the same terms:

- (a) correspondence from an authorised person of the organisation reflecting the request for renewal should be uploaded by the staff member together with his/her application via the attachment function available in EC.
- (b) the Letter of Non-Liability [HR 139/07-B](#) is not required.

Early Relinquishment of Non-Executive Directorship

1.14 A staff member must provide an update via EC:

- (a) as and when he/she has relinquished a non-executive directorship before the current approved end-date. The staff member's update should include the revised end-date and corresponding changes such as those to time spent and remuneration received, as applicable. In such a case, supporting correspondence and documents on the change in end-date and corresponding changes should be uploaded by the staff member together with his/her update via the attachment function available in EC.

Change in Terms and Conditions of Non-Executive Directorship

1.15 A staff member must also provide an update via EC immediately if there are changes in the terms and conditions of an approved non-executive directorship, as well as seek approval to continue to undertake the work under the revised terms and conditions, with the same organisation. In seeking approval, the staff member should upload the following together with his/her application via the attachment function available in EC:

- (a) supporting documents from an authorised person of the client organisation which should include the request to renew the appointment on the revised terms and conditions; and
- (b) Letter of Non-liability [HR 139/07-B](#).

2.0 Executive Directorships/Managerial Positions

Prohibition on Executive/Managerial positions (including Executive Directorships)

- 2.1 A full-time staff member is generally prohibited from accepting executive/managerial positions (including executive directorship positions) in organisations, partnerships or sole proprietorships. The prohibition applies regardless whether a staff member is on no-pay leave or on sabbatical leave as he/she is still a full-time employee of the University.
- 2.2 Notwithstanding paragraph 2.1, a staff member may, through his/her HR Partner, seek the support of his/her RO (e.g. Head of Department) and endorsement of his/her CO (e.g. Dean of Faculty/School), before seeking approval to work on a part-time basis or take no-pay leave so as to enable him/her to take up an executive/managerial (including executive director) position in organisations, partnerships or sole proprietorships for a maximum of five (5) years.

Such approval and any extension of the approval beyond the five-year period must be granted by:

- (a) Staff from Admin Cluster: Deputy President (Administration & Finance);
- (b) Staff from Academic Cluster: Provost;

- (c) Staff from the Office of Deputy President (Research & Technology), Research Institutes / Centres (RICs) and Research Centres of Excellence (RCEs): Deputy President (Research & Technology); and
- (d) Staff from Enterprise Cluster: Deputy President (Innovation & Enterprise).

on a case-by-case basis.

3.0 Non-Executive Director and Executive/ Managerial (including Executive Director) positions, and other participation in NUS spin-off companies

For non-executive director and executive/ managerial (including executive director) positions, and other participation in NUS spin-off companies, including spin-offs under NUS' Graduate Research Innovation Programme ("GRIP"), please refer to the Industry Liaison Office's [Conflict of Interest Policy Relating to Spin-Off Companies](#).

4.0 Appointments in Private Education Institutions

Appointments as manager (defined as "any director, partner or member of the board/ committee of management") of [Private Education Institutions](#) ("PEIs") are prohibited. An exception may be made for non-executive directorship appointments in PEIs where the PEI is offering MOE-subsidised courses such as LASALLE College of the Arts and Nanyang Academy of Fine Arts. Such appointments, if approved, shall be in one's personal capacity.

Service by staff members below the level of Deans of Faculties/ Schools on the examination and academic boards of PEIs in one's personal capacity is allowed. The quality and credibility of the PEI (e.g. EduTrust Certification) shall be one of the deciding factors for approval.

5.0 Review of Approvals

- 5.1 The University may review an approval for previously granted under these Rules to a staff member if in its opinion the work adversely affects the proper discharge of the staff member's normal duties.
- 5.2 If a staff member seeks waivers or variations to these rules, he/she must apply in writing to his/her approval authority as indicated in the Consultation Work Scheme and these Rules.
- 5.3 The University may revise these Rules from time to time in its absolute discretion.

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