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|  <p>SP Jain School of Global Management</p> <p>DUBAI • MUMBAI • SINGAPORE • SYDNEY</p> | <p style="text-align: center;">Terms of Reference of the Information Security Committee (ISC)</p> |
| Document Type | Terms of Reference |
| Administering Entity | Head Information Technology (Director (Head) – IT)/ Chief Information Security Officer (CISO), Chairperson – ISC, Risk Management and Audit Committee (RMAC) |
| Latest Approval/ Amendment Date | 10 December 2025 |
| Last Approval/ Amendment Date | New Terms of Reference |
| Approval Authority | Board of Directors (BoD) |
| Indicative Time of Review | 9 December 2027 |

1.1 Terms of Reference of the ISC Committee

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| Reporting Arrangements | Risk Management and Audit Committee (RMAC) |
| Purpose and Scope | <p>The Information Security Committee (ISC) shall be responsible to the Board of Directors of S P Jain School of Global Management (S P Jain / the School) for oversight and advice on all matters pertaining to information security, data protection, and cybersecurity risk management across all campuses and operations. The Committee will ensure that S P Jain maintains an effective Information Security Management System (ISMS) aligned with ISO 27001:2022 standards and that information security risks are appropriately identified, mitigated, and reported.</p> |
| Responsibilities | <ol style="list-style-type: none"> <li data-bbox="435 1334 1436 1536">a. To oversee the establishment, implementation, and continual improvement of S P Jain's Information Security Management System (ISMS) in alignment with ISO 27001:2022 standards, ensuring that governance and oversight of information security are maintained across the institution. <li data-bbox="435 1536 1436 1693">b. To review and endorse the Information and Cyber Security Policy, frameworks, and strategies for safeguarding the confidentiality, integrity, and availability of S P Jain's information assets across all campuses and digital environments. <li data-bbox="435 1693 1436 1850">c. To monitor S P Jain's exposure to major and emerging cybersecurity threats and evaluate the adequacy of controls, readiness measures, and institutional response mechanisms. <li data-bbox="435 1850 1436 1963">d. To ensure that information security initiatives and operations are aligned with S P Jain's strategic objectives, risk appetite, and regulatory obligations. <li data-bbox="435 1963 1436 2097">e. To review S P Jain's information security risk register and evaluate the outcomes of internal and external audits, compliance checks, and management review findings, ensuring that mitigation actions are completed and recorded. |

- f. To monitor and evaluate compliance with applicable legal, regulatory, and contractual information security requirements, and to make recommendations to the Board for corrective or preventive actions when needed.
- g. To review and monitor all reported information security incidents, assess the impact and root causes, and ensure appropriate corrective and preventive measures are implemented to prevent recurrence.
- h. To monitor the overall performance of the ISMS through periodic analysis of metrics, incident trends, and effectiveness of controls, and recommend enhancements to strengthen the information security posture of S P Jain.
- i. To review and oversee the development, testing, and continual improvement of Business Continuity Plan and Disaster Recovery (BCP/DR) frameworks to ensure institutional resilience against cyber incidents and system disruptions.
- j. To review and monitor all Information and Cyber Security initiatives as part of continuous improvement, ensuring that new and ongoing programs contribute effectively to the enhancement of S P Jain's security posture.
- k. To be responsible for developing, updating, and communicating S P Jain's Information and Cyber security policy, implementation standards, and procedures throughout the organization, ensuring consistent understanding and compliance across all functions and campuses.
- l. To ensure that periodic training and awareness programs on information security are conducted for all staff, faculty, students, and contractors, in collaboration with the People & Culture and IT departments, to foster a culture of responsible digital conduct and cybersecurity awareness.
- m. To review quarterly ISMS performance and compliance reports submitted by the Chief Information Security Officer (CISO), including incident summaries, audit findings, and improvement plans.
- n. To provide summarized and de-identified reports on ISMS performance and cybersecurity posture directly to the Board of Directors, and to make recommendations for the enhancement of information security governance, policies, and practices across S P Jain.

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| Membership | <p>The Information Security Committee (ISC) shall consist of not more than twelve (12) persons:</p> <ol style="list-style-type: none"> a. Members include: <ul style="list-style-type: none"> • Chief Information Security Officer (CISO) – Chairperson • Director/Head – Information Technology • Vice President – Administration • Director – People and Culture / Human Resources • Chief Financial Officer (CFO) • Information Security Manager (ISM) • Registrar • Director -Accreditation and Regulatory Compliance (DARC), or staff designated by DARC from the Accreditation and Regulatory Compliance Department • Up to two (2) Head of Campuses (HoCs) nominated by Vice President – Administration b. Executive staff or external specialists may be invited to meetings by invitation of the Committee's Chairperson but shall have no voting rights. c. The Committee shall be free to seek information from any source and to interview staff or external consultants as required, without management being present. |
| Meeting Frequency and Quorum | <ol style="list-style-type: none"> a. The ISC will meet at least 4 times a year and if required hold additional meetings. b. Meetings may be face-to-face or electronic meetings. c. No business may be transacted unless there is a quorum of 50% of the total members |
| Invitees | <ol style="list-style-type: none"> a. Executive staff may be invited to meetings on the invitation of the Chairperson but have no voting rights. |
| Secretary | <ol style="list-style-type: none"> a. The Chairperson will appoint in consultation with Head – IT one of the IT members of the ISC Committee as Secretary of the ISC Committee. b. The Secretary will be the minutes taker and support the Chairperson to ensure the meetings are held as per this Terms of Reference |

1.2 Standing Orders

These Standing Orders apply:

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| Standing orders | <ul style="list-style-type: none">a. The ISC will meet at least four times a year. Meetings may be face-to-face, electronic or a combination of face-to-face and electronic.b. No business may be transacted unless there is a quorum of half of the members currently holding office.c. Meetings shall be held according to the Annual Schedule adopted by the Board or at other times when specifically requested by the Chairperson or via a request from a member not less than five working days' notice shall be given.d. The Secretary will circulate an agenda and meeting papers normally five working days before each Board meeting. The Chairperson may permit additional business to be added at the meeting if time permits.e. For out of session urgent matters, written resolutions may be circulated to members |
| Meeting Conduct | <ul style="list-style-type: none">a. The Chairperson shall conduct the meeting according to these Standing Orders, ensure order is maintained and give members an opportunity to speak and vote on matters tabled at the meeting.b. The order of business shall follow the circulated agenda unless the Chairperson determines otherwise.c. Matters for debate or to move a motion must be on the circulated agenda, unless otherwise approved by the Chairperson.d. Voting shall be by show of hands unless a secret ballot is requested by any member.e. Resolutions will be passed if approved by a majority of members present and voting.f. A motion may be amended or withdrawn with the consent of the Chairperson.g. When a proposed amended motion is before the Board, discussion shall be confined to that amendment.h. No further amendments may be proposed if they are substantially the same as amendments already proposed, or if the proposed amendment is a direct negative of the motion before the Board. |
| Minutes | <p>The appointed minute taker will accurately record the minutes of each meeting and distribute the draft minutes via email within seven (7) working days of the meeting. The following details shall be recorded in the minutes:</p> <ul style="list-style-type: none">i. Date, time and venue of the meetingii. Names of members present and apologies, and the name of the Chairpersoniii. An overview of discussions and business conducted; motions and outcomes of votes; action items and persons responsibleiv. Date, time and venue of next meeting |

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| Code of Conduct | <p>A member shall:</p> <ul style="list-style-type: none"> a. Keep their comments to matters before the ISC b. Attend meetings and be punctual c. Undertake review of documents prior to meetings, within timeframes requested d. Act in the best interests of the School and not bring the School into disrepute. e. Exercise appropriate care and diligence. f. Not make false statements or falsify records. g. Act appropriately to not gain advantage for themselves or others. h. Not make offensive statements or comments or behave improperly. i. Shall cease speaking when called to order by the Chairperson. j. Declare any potential conflicts of interest and stand aside from discussions and voting on such matters deemed to be a conflict of interest. k. Keep all matters in confidence and not disclose any matters of business to the general public, members of staff or other associates of the School. |
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Related Documents

- a. Information and Cyber Security Policy
- b. Information Technology Policy
- c. Records Management Policy
- d. Privacy Policy
- e. Business Continuity Plan

Policy History and Updates Approved by the BOD

| Version | Date Executed | Revisions | Approval |
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| 1 | 10 December 2025 | New Terms of Reference | Board of Directors |