

**NON-PROFIT JOINT STOCK COMPANY  
"ABAI KAZAKH NATIONAL PEDAGOGICAL UNIVERSITY"**



**APPROVED**  
**by the decision of the Board**  
**NJSC "Abai Kazakh National**  
**Pedagogical University" dated from**  
**"02" September 2022**  
**Protocol No. 42**  
**Chairman of the Management**  
**Board -Rector Bilyalov D.N.**

**Regulations**  
**on the Risk Management Committee**  
**under the Non-Profit Joint Stock Company**  
**"Abai Kazakh National Pedagogical University"**

**Almaty, 2022**

**Regulations**  
**on the Risk Management Committee**  
**under the Non-Profit Joint Stock Company**  
**"Abai Kazakh National Pedagogical University"**

**1. General provisions**

1. This Regulation on the Risk Management Committee (hereinafter referred to as the Committee) under the Board of the NJSC " Abai Kazakh National Pedagogical University" (hereinafter referred to as the Company) has been developed in accordance with the legislation of the Republic of Kazakhstan, the Charter of the Company and internal regulatory documents of the Company.

2. The Committee is a permanent advisory body under the Board of Management of the Company, coordinating the functioning and development of risk management systems in the Company.

3. In its activities, the Committee is guided by the legislation of the Republic of Kazakhstan, the Company's Charter, and decisions of the Board of Management of the Company, this Regulation, and other internal documents of the Company.

4. The Committee is accountable to the Board of Management of the Company and acts within the powers granted to it by the Board of Management of the Company in accordance with these Regulations.

5. The decisions and conclusions of the Committee are of a recommendatory nature for the Board of Management of the Company.

**2. Functions of the Committee**

6. The Committee holds regular meetings with a set agenda, including consideration of new and existing strategic risks and risk management issues.

7. The Committee performs the following functions:

1) a preliminary review of the risk register, the Company's risk map at the operational level and the risk management action plan;

2) a preliminary review of key risk indicators;

3) a preliminary consideration of identified risks potentially threatening the achievement of strategic goals and objectives;

4) a preliminary review of response measures and risk management techniques in the Company;

5) a preliminary review of risk management reports and taking appropriate measures within its competence;

6) provision of reports and a risk register to the Board of Management of the Company for further approval.

### **3. Composition of the Committee**

8. The Committee is composed of employees of the Company who are owners of key risks and processes, heads of structural divisions of the Company. The composition of the Committee is determined and approved by the decision of the the Board of Management.

9. The quantitative composition of the Committee is 7 (seven) employees of the Company.

10. In order to ensure the effective operation of the Committee, experts with professional experience and relevant qualifications in accordance with the goals, objectives and competence of the Committee may be involved in its composition, by decision of the Committee, as members.

11. The Chairman of the Committee may be a member of the Board of Management of the Company, whose candidacy is approved by the decision of the Board of Management.

12. Chairman of the Committee:

1) organizes the activities of the Committee;

2) convenes meetings of the Committee and chairs them;

3) approves the agenda of meetings, the content of issues to be discussed at the meeting of the Committee, determines the form of meetings;

4) organizes discussion of issues at Committee meetings, as well as hearing the opinions of persons invited to participate in the meeting, taking into account the proposals of Committee members;

5) submits reports on the activities of the Committee to the Board of Management of the Company, provides necessary clarifications regarding their content;

6) performs other functions within the scope of the Committee's powers in accordance with this Regulation and other internal regulatory documents of the Company.

13. In the absence of the Chairman, by decision of the Committee, his functions are performed by a person, his substitute is one of the members of the Committee.

14. The work of the Committee is attended by the Secretary of the Committee, who is not a member of the Committee, who performs the functions of organizing and providing information support for the work of the Committee. The Secretary of

the Committee is appointed by an employee of the structural division of the Company responsible for the organization of risk management activities.

15. During the absence of the Secretary of the Committee (vacation, business trip and other reasons), the performance of his duties in accordance with the decision of the Chairman of the Board – Rector of the Company is assigned to another employee of the Company.

16. The Secretary of the Committee shall ensure:

- 1) preparation and holding of Committee meetings;
- 2) collection and systematization of materials for meetings;
- 3) timely sending to the members of the Committee and invited persons notifications on the holding of meetings of the Committee, the agenda of meetings, materials on the agenda issues;
- 4) recording of meetings, registration of the results of absentee voting by the committee, as well as subsequent storage of protocols, electronic versions of protocols signed using EDS (decisions, ballots), transcripts, audio-video recordings, materials of Committee meetings;
- 5) performing other functions on behalf of the Chairman or other members of the Committee.

#### **4. Rights and obligations of the Committee members**

17. Members of the Committee have the right, in accordance with the established procedure:

- 1) to request and receive information (information, documents, or materials) from officials and employees of the Company in relation to risk management in the Company if the specified information is necessary for them to perform the functions of a member of the Committee;
- 2) to get acquainted with the minutes of meetings and decisions of the Committee;
- 3) to require the inclusion in the minutes of the meeting of the Committee of his special opinion on the issues on the agenda and the decisions taken;
- 4) to demand the convening of a meeting of the Committee, to put issues on the agenda of the meeting of the Committee;
- 5) to make proposals for amendments and (or) additions to this Regulation;
- 6) to enjoy other rights provided for by the legislation of the Republic of Kazakhstan, the Charter of the Company, this Regulation, internal documents of the Company, including decisions of the Board of Management.

18. The members of the Committee are obliged to:

- 1) to carry out their activities lawfully and in good faith in the interests of Society;
- 2) to devote sufficient time to the effective performance of their duties;
- 3) to participate in the work of the Committee and attend its meetings;
- 4) to respect the confidentiality of information that becomes known to them during the performance of their official duties.

## **5. Responsibility of the Committee members**

19. The Chairman and members of the Committee are responsible for the fulfillment of the objectives and functions of the Committee, as well as for the disclosure of confidential information obtained within the framework of the Committee's work, according to internal documents of the Company.

20. The Secretary of the Committee is responsible for the timely submission of documents to the members of the Committee and the involved participants. The Secretary of the Committee is also responsible for the disclosure of confidential information received as part of the work of the Committee.

## **6. Rules of Procedure of the Committee**

21. Meetings of the Committee may be held both in person and in absentia. The Chairman of the Committee chooses the form of the meeting based on the nature of the issue raised.

22. Meetings of the Committee are held at least twice a year.

23. In order to consider issues within the competence of the Committee, an official note addressed to the Chairman of the Committee is issued with the following documents attached:

- 1) materials under consideration / explanatory note justifying the submission of the proposed issue for discussion by the Committee;
- 2) draft decision on the issue to be submitted to the Committee for consideration;
- 3) presentation materials, conclusions of interested structural divisions of the Company (if necessary).

24. A memo with the resolution of the Chairman of the Committee and a package of documents is sent to the Secretary of the Committee for submission of materials to the meeting of the Committee.

25. The agenda of the meeting of the Committee shall be formed by the Secretary of the Committee on the basis of the submitted documents specified in paragraph 23 of these Regulations and submitted for consideration to the members

of the Committee in accordance with the planned deadlines provided for in the Work Plan of the Committee.

26. The Secretary of the Committee shall forward the agenda of the meeting of the Committee, together with materials on the issues under consideration, to all members of the Committee and invited participants of the meeting of the Committee for consideration no later than 3 (three) working days before the meeting of the Committee. The members of the Committee shall send their proposals and comments on the issues on the agenda of the meeting to the Secretary of the Committee no later than 1 (one) day in advance.

27. In exceptional cases, when meetings of the Committee are held on behalf of the Chairman of the Committee on an emergency basis, materials according to the agenda of the meeting of the Committee may be submitted by the structural divisions of the Company to the Secretary of the Committee two days before or on the day of the meeting of the Committee. At the same time, the Secretary of the Committee brings the materials according to the agenda of the meeting to the members of the Committee directly at the meeting of the Committee.

28. A meeting of the Committee is valid (has a quorum) if at least half of the members of the Committee participated in it. In the absence of a quorum, the Chairman of the Committee decides to postpone the meeting. The decision of the Committee is made by a majority vote of the members of the Committee present at the meeting. Each member of the Committee has one vote. If the votes are equal, the vote of the Chairman of the Committee is decisive.

29. The transfer of voting rights by a member of the Committee to another member of the Committee or an employee of the Company is prohibited.

30. The meeting of the Committee is opened by the Chairman of the Committee in accordance with the approved agenda.

31. The members of the Committee express their opinion on the issue under consideration on the agenda of the Committee meeting, indicating the voting options "for", "against", "abstained".

32. No later than 3 (three) working days after the meeting of the Committee, the Secretary of the Committee shall draw up the minutes of the meeting. The minutes of the Committee meeting are signed by the Chairman of the Committee and the Secretary of the Committee.

33. Decisions of the Committee on issues submitted to the Committee for consideration shall be taken by voting and drawn up in minutes.

34. The originals of the Committee's decisions (minutes of meetings), as well as packages of documents on issues considered at the Committee meeting, are kept by the Secretary of the Committee and filed in the Committee's decisions folder.

35. The Secretary of the Committee, within one working day from the moment of signing the minutes of the Committee meeting, is obliged to provide decisions or extracts from the minutes to the management of the Company, heads of structural divisions and members of the Committee who are responsible for the execution of decisions (instructions) of the Committee.

36. The Secretary of the Committee monitors and controls the execution of the decisions (instructions) of the Committee indicated in the extract from the Minutes of the Committee meetings.

## **7. Reporting of the Committee**

37. The Committee reports to the Board of Management of the Company on the activities of the Committee 2 (two) times a year. Information on the Committee's activities is reflected in the risk management report.

38. Information on the implementation of the Committee's work plan is provided to the Chairman of the Board of Management following the results of the reporting year.

## **8. Final provision**

39. These Regulations may be amended and supplemented by a decision of the Board of Management of the Company.