

Decree No. (28) of 2015
Concerning Governance of the
Boards and Committees Affiliated to the Government of Dubai¹

We, Mohammed bin Rashid Al Maktoum, Ruler of Dubai,

After perusal of:

Law No. (3) of 2003 Establishing the Executive Council of the Emirate of Dubai,

Do hereby issue this Decree.

Definitions
Article (1)

The following words and expressions, wherever mentioned in this Decree, will have the meaning indicated opposite each of them unless the context implies otherwise:

Emirate:	The Emirate of Dubai.
Ruler:	His Highness the Ruler of Dubai.
Government:	The Government of Dubai.
Executive Council:	The Executive Council of the Emirate of Dubai.
General Secretariat:	The General Secretariat of the Executive Council.
Government Entity:	Any of the Government departments, public agencies or corporations, authorities, or councils affiliated to the Government; or any similar entity.
Board:	A board formed in the Emirate by the Ruler or the Chairman of the Executive Council to serve a vital sector or an institution in the Emirate. A Board may take any of the forms determined in this Decree.

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¹*Every effort has been made to produce an accurate and complete English version of this legislation. However, for the purpose of its interpretation and application, reference must be made to the original Arabic text. In case of conflict, the Arabic text will prevail.*

Committee:	Any temporary or permanent committee formed in the Emirate by the Ruler or the Chairman of the Executive Council to serve a vital sector or an intuition in the Emirate, or to perform a specific project or task. A Committee may take any of the forms determined in this Decree. This does not include special tribunals.
Chairman:	The chairman of a Board or Committee.
Member:	A member of a Board or Committee.

Scope of Application **Article (2)**

This Decree applies to all Boards and Committees formed prior to or after the effective date hereof, whether formed at the level of the Emirate, a sector, or a Government Entity.

Objectives of the Decree **Article (3)**

This Decree aims to:

1. support the decision-making process at the Government by establishing a clear governance framework for Boards and Committees;
2. increase the effectiveness of participation of all sectors and segments of society, including qualified women, in the decision-making process;
3. promote the Emirate's vision of benefiting from the support of experienced and competent professionals in the decision-making process;
4. achieve consistency in the formation of Boards and Committees by standardising the rules, procedures, and regulations pertaining to their workflow, with a view to achieving the objectives for which these Boards or Committees are established; and
5. promote the principle of accountability within Boards and Committees by achieving transparency in reporting performance outcomes, and ensuring the integrity and impartiality of the Members of these Boards and Committees.

Key Roles of Boards and Committees **Article (4)**

Boards and Committees will undertake any of the following key roles:

1. a supervisory role, namely to undertake the general supervision of a sector or an institution with a view to ensuring achievement of its objectives;
2. an advisory role, namely to provide technical advice to a sector or an institution;
3. a regulatory role, namely to regulate work within a sector or an institution, through establishing the rules governing the matters relevant to its functions; or
4. a coordinating role, namely to coordinate strategic and operational matters among concerned entities in the Emirate.

Forms of Boards and Committees

Article (5)

The form of a Board or Committee will be determined based on its level, mandate, scope of functions, and role in the decision-making process. Accordingly, Boards and Committees will take any of the following forms:

1. Sectoral Board

A sectoral Board is formed at the Emirate level to supervise one of its vital sectors, and is comprised of a Chairman and a number of Members. A sectoral Board plays a supervisory, advisory, regulatory, or coordinating role at the strategic level of the relevant sector.

2. Board of Directors

A Board of directors is formed at the level of an institution and is comprised of a Chairman and a number of Members. A Board of directors is responsible for setting the general policy of the relevant Government Entity and for supervising the management and affairs of that entity with a view to achieving its objectives.

3. Advisory Board

An advisory Board is formed at the level of a sector or an institution and is comprised of a Chairman and a number of experienced and specialised Members, or of a group of experts and specialists in a specific field or certain fields. An advisory Board is responsible for considering matters and providing the technical advice that assists the competent entity to make the right decision, achieve its objectives, and perform its functions.

4. Board of Trustees

A Board of trustees is formed at the level of an institution and is comprised of a Chairman and a number of Members who have wide experience and a high social status. A Board of trustees is responsible for supervising, and setting the general policy

of, an academic or charitable Government Entity, or an entity responsible for granting awards.

5. Committee

A Committee is formed at the Emirate level or at the level of a specific vital sector in the Emirate on a temporary or permanent basis, and is comprised of a Chairman and a number of Members. A Committee is responsible for performing a specific task, or supervising a specific project or certain major affairs of the Government. A Committee may play a supervisory, advisory, regulatory, or coordinating role, such as supreme Committees and sectoral Committees.

Formation of Boards and Committees

Article (6)

- a. The formation of Boards and Committees must be in line with the strategic priorities and meet the needs of the Government, including:
 1. to promote development in a specific sector or field in the Emirate;
 2. to address a strategic issue within the Emirate; or
 3. to meet strategic or institutional needs to supervise a specific sector or a Government Entity.
- b. The organisational levels and forms of Boards and Committees will be subject to the standards and requirements determined pursuant to the relevant resolution of the Chairman of the Executive Council.
- c. In coordination with the concerned Government Entities, the General Secretariat will consider requests for the formation or reconstitution of Boards and Committees in order to verify that they meet the standards and requirements referred to in paragraph (b) of this Article before being approved by the competent authority.

Standards for Appointing Members

Article (7)

The following standards and requirements must be taken into consideration when appointing the Chairmen and Members of Boards or Committees:

1. to involve various segments of the society;
2. to involve qualified and experienced employees of the public and private sectors;
3. to involve young qualified leaders from among UAE nationals;

4. to involve qualified women;
5. to appoint Members who have the qualifications and experience commensurate with the duties assigned to the Board or Committee; and
6. to meet any other standards or requirements determined pursuant to any resolution of the Chairman of the Executive Council.

Relationship of Heads of Government Entities with Boards Article (8)

Notwithstanding the provisions of any other legislation:

1. the head of a Government Entity may not be appointed as Chairman of the Board of that entity.
2. the head of a Government Entity must be appointed as Member in the Board of that entity.

Obligations of Chairmen Article (9)

A Chairman will have the duties and powers to:

1. approve the terms of reference of the Board or Committee;
2. preside over and manage meetings and ensure that Members actively contribute their opinions, suggestions, and recommendations on matters referred to them;
3. supervise performance by Members of their duties, and establish effective communication between them and others outside the concerned Board or Committee;
4. assign to Members any work that falls within the scope of performing the duties/functions of the concerned Board or the Committee;
5. follow up on a regular basis the performance appraisal of Members, subcommittees, work teams formed within the concerned Board or the Committee; and
6. send invitations for ordinary and extraordinary meetings, and approve meeting agendas.

Obligations of Members Article (10)

A Member must:

1. actively participate in considering and discussing the recommendations, suggestions, initiatives, plans, policies, and strategies referred to the Board or Committee;
2. provide objective and impartial opinions on all matters referred to the Board or Committee;
3. not be absent from meetings without prior permission or valid reason; and
4. submit periodic reports to the Chairman on any duties assigned to him by the Chairman.

Conflict of Interest Article (11)

A Chairman or a Member must disclose in advance any conflict of interest that may arise due to his membership in the Board or Committee. This disclosure must be made in accordance with the relevant procedures adopted by the Board or Committee. In addition, a Chairman or a Member must not participate in making any decision or recommendation in which he or his relatives up to the fourth grade have a direct or an indirect interest. Any decision issued in violation of this Article will be invalid.

Confidentiality Article (12)

- a. A Chairman or a Member must not, during and after his term of membership in a Board or Committee, disclose or divulge any written or verbal information which is confidential in nature or pursuant to legislation in force, unless he obtains a prior relevant permission from the competent authority. He must not, in particular:
 1. copy, retrieve, transfer, or disclose any information, facts, or documents to which he has access in the course of his duties;
 2. use the information to which he has access in the course of his duties for unauthorised purposes;
 3. misuse the information he obtains as a result of his membership in the Board or Committee; or
 4. allow any unauthorised person to access information or documents related to his work.
- b. Upon forfeiture, termination, or expiry of membership of a Chairman or Member, he must return all documents, papers, files, materials, tapes, discs, software, or other property of the Board or Committee in his possession, whether or not these include confidential information.

- c. For purposes of implementation of this Article, a Chairman or Member must sign a confidentiality and non-disclosure undertaking.

Performance Appraisal of Boards and Committees

Article (13)

Performance appraisal of Boards and Committees must be conducted in accordance with the performance standards determined pursuant to the relevant resolution of the Chairman of the Executive Council.

Basis for Disbursement of Financial Incentives

Article (14)

The Chairman of the Executive Council will issue the resolutions required to prescribe the standards and basis for disbursing financial incentives to the Chairmen and Members of Boards and Committees.

Management of Meetings and Decision-Making

Article (15)

The Chairman of the Executive Council will issue a resolution prescribing the requirements and standards that ensure the effective management by Boards and Committees of their meetings and decision-making process. This resolution must provide for the following:

1. the frequency of ordinary and extraordinary meetings;
2. the quorum that must be present to hold valid meetings and issue valid resolutions and recommendations;
3. the procedures for convening and managing meetings;
4. the method of documenting minutes of meetings, resolutions, and recommendations;
5. the process of preparing for meetings, and the means of communication and exchange of information among Members; and
6. any other standards or requirements determined by the Chairman of the Executive Council.

Termination of Membership

Article (16)

The membership of a Chairman or a Member, who is appointed based on personal considerations rather than professional considerations, will be terminated if he:

1. ceases to have legal capacity due to any of the impediments to legal capacity prescribed by law;
2. dies; or
3. sustains a disability that prevents him from performing his duties.

Forfeiture of Membership Article (17)

The membership of a Chairman or a Member of a Board or Committee will be forfeited pursuant to a resolution of the Ruler or the Chairman of the Executive Council in any of the following cases:

1. where he resigns by serving a written notice addressed to the Board or Committee;
2. where he is convicted pursuant to a court judgement in a felony or other crime affecting honour or trustworthiness; or
3. where he is absent from the meetings of the Board or Committee beyond the limit stipulated in the terms of reference of that Board or Committee issued by its Chairman.

Membership Vacancies Article (18)

Where the post of a Chairman or Member falls vacant during his tenure for any reason whatsoever, the Ruler or the Chairman of the Executive Council will, as the case may be, appoint another Chairman or Member to replace him for the remainder of the tenure of the Board or Committee.

Compliance Article (19)

All Boards and Committees to which this Decree applies must comply with the provisions hereof upon their reconstitution or within one (1) year, whichever comes first.

Issuing Implementing Resolutions Article (20)

The Chairman of the Executive Council will issue the resolutions required for the implementation of the provisions of this Decree.

Repeals
Article (21)

Any provision in any other legislation will be repealed to the extent that it contradicts the provisions of this Decree.

Commencement and Publication
Article (22)

This Decree comes into force on the day on which it is issued, and will be published in the Official Gazette.

Mohammed bin Rashid Al Maktoum
Ruler of Dubai

Issued in Dubai on 10 August 2015
Corresponding to 25 Shawwal 1436 A.H.