

BOARD OF DIRECTORS' COMMITTEES

April 1, 2020 – March 31, 2021

Role of the Board's Committees

The composition of the Board ensures that no individual or small group can unduly dominate the decision-making process. The members of the Board are distributed across four (4) committees that are guided by their respective Charter of Operations. It is through these charters that the committees are able to monitor the Authority's internal controls, to ensure that best practices and procedures are maintained to safeguard the shareholder's interests and the SMA's assets. These committees have been carefully selected based on the skills, experience, independence and knowledge of the members in order to derive efficiency from the cadre of professionals on the Board. The responsibilities and roles of these four (4) committees of the Board along with an indication of the members who served in various respects during the fiscal year were as follows:

<p>Technical Operations Committee</p> <p>The Technical Operations Committee provides oversight and support to the management team of the Spectrum Management Authority on the technical, regulatory and policy aspects of the Authority's operations. The committee also ensures that the technical operations of the Authority are in keeping with international best practices for spectrum management and will satisfy the local demand for spectrum use.</p>	<p>Committee Members</p> <ul style="list-style-type: none"> • Robert Richards (Chair) • Edward Gabbidon • Delroy Thompson • Louis-Ray Harris • Kaydian Smith-Newton • Merrick Marshall
<p>Corporate Governance & Human Resources Committee</p> <p>The Corporate Governance and Human Resources Committee assists the Board in fulfilling its oversight responsibilities and ensures that the SMA adheres to its corporate governance mandate in line with the Public Bodies Management and Accountability Act, 2001 (PBMA), the Authority's Memorandum and Articles of Association, Corporate Governance Framework for Public Bodies and all other applicable laws, regulations and government guidelines. The Committee also makes recommendations for the establishment and subsequent review of appropriate human resources policies and procedures and sanctions for breach of policies.</p>	<p>Committee Members</p> <ul style="list-style-type: none"> • Camille Facey (Chair) • Marcia Forbes • Kaydian Smith-Newton • Rakesh Goswami • Heidi Hanna

Finance & Procurement Committee	Committee Members
<p>The Finance and Procurement Committee provides oversight in reviewing and resolving financial and procurement issues, and to ensure that funds are fully accounted for, and procurement of goods and services is done in compliance with the law. Additionally, this committee has oversight of the procurement process to ensure compliance with the Procurement Act, 2018 and its regulations.</p>	<ul style="list-style-type: none"> • Marsha Haughton (Chair) • Merrick Marshall • Delroy Thompson • Louis-Ray Harris • Stephen Steele

Audit and Risk Management Committee	Committee Members
<p>The Audit and Risk Management Committee advises the Board on practices and procedures which will promote productivity and the quality and volume of service; the adequacy, efficiency and effectiveness of the accounting and internal control structure and systems of the public body and the independence of the auditors auditing the public body. Among other things, this committee also reviews and advises the board on the financial statements that are to be included in the Annual Report of the SMA, and oversees the internal audits of the Authority. It also considers the adequacy of risk management to include mechanisms for assessment and management of risk.</p>	<ul style="list-style-type: none"> • Rakesh Goswami (Chair) • Camille Facey • Robert Richards • Marcia Forbes • Heidi Hanna

Conflict of Interest

The Board and its committees are cognizant of the fact that conflicts of interest affect ethics by distorting decision-making and generating consequences that can undermine the credibility of the Board and its corporate governance systems. In keeping with international best practices, the Charter of Operations for the Board, as well as the charters for the four (4) board committees, outline the manner in which members of the Board and its Committees should handle conflicts of interest. A director has a duty to avoid as far as possible, activities that could create conflicts of interest or the appearance of conflicts of interest, and must disclose to the Board any matter that may result, or has already resulted, in a conflict of interest. Where a conflict of interest arises, directors have a responsibility to declare their interest and remove themselves from the relevant board or committee meetings without deliberating or voting on the proposal or transaction. The committee members understand their duty of care to the Authority and its stakeholders and continue to exercise their fiduciary responsibilities with transparency and integrity.