



## **Corporate Governance and Human Resources Committee Charter**

### **1. ESTABLISHMENT:**

- 1.1 The Board of the Spectrum Management Authority (the Authority) hereby establishes the Corporate Governance and Human Resources Committee of the Board (hereinafter called the Committee) with all the powers and duties set forth in this charter and subsequent resolutions of the Board.
- 1.2 The Committee shall prudently employ any powers delegated to it by the Board of Directors for the purpose of carrying out its duties or fulfilling its purpose.

### **2. PURPOSE**

The purpose of this Committee is:

- 2.1 To assist the Board in achieving corporate governance best practice standards and in ensuring that that the SMA adheres to its Corporate Governance mandate in line with the Public Bodies Management and Accountability Act (PBMA), the SMA's Memorandum and Articles of Association, Corporate Governance Framework for Public Bodies and all other applicable laws, regulations and government guidelines.
  - 2.1.1 The Committee is committed to maintaining the highest level of transparency, accountability and integrity in all its operations.
  - 2.1.2 To facilitate the Board's and management's objective of ensuring the long term sustainability of the Authority and ensuring that it fulfills its statutory mandate.
  - 2.1.3 To provide strategic review and policy oversight for the human resources function of the Authority.
  - 2.1.4 In carrying out its oversight responsibilities, the Committee shall be entitled to rely on the integrity and expertise of those persons providing information to the Committee and on the accuracy and completeness of such information.



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### **3. DUTIES AND RESPONSIBILITIES:**

#### **3.1 Governance**

- Ensure the board fully understands its role and responsibilities and that Board Members are familiar with and understand the Authority's responsibilities under all applicable laws, regulations and government guidelines.
- Assist the Board of Directors to determine, understand and work within the frameworks that affects the goals and direction of the Authority and advise on matters of corporate governance.
- Develop for the Board's approval and at least one every three years review the Board Charter.
- Ensure that relevant policies are in place for effective governance of the Authority.
- Monitor trends and best practices in corporate governance to properly discharge the Committee's duties.
- Consider any request that will assist the Board in meeting its responsibilities regarding corporate governance matters, including adherence to any government statutes and/or guidelines or rules established by the Ministry of Finance & Planning.
- Assist the Board to be transparent in structure and decision-making.
- Ensure Directors acquire the appropriate training in Corporate Governance to contribute effectively to the deliberations of the Board;
- Ensure Corporate Social Responsibility initiatives are in line with Policies and adds value to the Authority and supports the vision and mission and is within budget;
- Consider any other corporate governance issues that arise from time to time and develop appropriate policy recommendations for the Board;

#### **3.2 Human Resources**

- Review, analyze and make recommendations to the Board for improvement that will increase efficiency in the following areas: HR policies and procedures, staff manuals, and effectiveness of the human resources functions of compliance with HR related projections and targets.
- Recommend sanction for breach of Policies.
- Advise the Board on organizational restructuring and/or specific changes in organizational/departmental structure, as is necessary.
- Review/amend policies and submit to the Board



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### **3.3 Board Induction, Training and Evaluation**

- Oversee the development and implementation of a board induction process for new directors and a programme of continuing director development.
- Recommend, in conjunction with the Company Secretary appropriate training for the Board of Directors.
- Develop a process for evaluating Board effectiveness and co-ordinate in conjunction with the Company Secretary, the annual Board evaluation.

Any other relevant issues of importance deemed appropriate for this Committee.

### **4. MEETINGS AND REPORTS**

- 4.1 The Committee shall meet bi-monthly (every other month) on third Tuesday at 1:00 p.m. The Committee may meet by video conference or telephone conference call if its members so decide.
  - 4.1.1 The Committee shall keep detailed records of its meetings, and such records shall be made available to Board and the External Auditors, and any examiner of the Authority during any external audit or examination. The Company Secretary will be the custodian of all minutes of the meeting.
  - 4.1.2 Special meetings (unscheduled) of the Committee may be convened by the Chairman in order to address matters of immediate importance to the operations of the Authority.
  - 4.1.3 Unless otherwise agreed, notice of each meeting together with minutes, an agenda and all other relevant documentation shall be forwarded to each member of the committee and any other person attending, at least five (5) days before the date of the Committee meeting.
  - 4.1.4 The Chairman of the Committee will report to the Board after each meeting of the Committee on its findings and on any other actions taken by it and any matters which require the approval of the Board.



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### **5. MEMBERSHIP**

5.1 The members of the Committee shall be no fewer than four (4) non-executive directors of the Board, to include a Chairman. The Chairman of the Board shall appoint the Chairman of the Committee who should be an independent non-executive director. <sup>1</sup>A Director will not be considered to be "independent" if any of the following conditions exist at the time of determination or existed at any time during the preceding five-year period:

- The Director is employed by the SMA or the portfolio Ministry;
- An immediate family member of the Director is employed as an officer of the SMA;
- The Director is employed by or affiliated with the SMA's independent auditor;
- An immediate family member of the Director is employed as a partner, principal or manager by the SMA's independent auditor; or
- An executive officer of the SMA serves on the Board of Directors of a company that employs the director or employs an immediate family member of the director as an officer;
- For purposes of the above, "immediate family member" includes spouse, parents, children, siblings, mothers-in-law, fathers-in-law, sons-in-law, daughters-in-law, brothers-in-law, sisters-in-law and other persons living in the director's home (not including employees of the Director).

5.1.1 The majority of the members of the Committee should have knowledge of good corporate governance practices and at least one member of the Committee should be trained in corporate governance and/or human resources.

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<sup>1</sup> Page 24; Term and Definition: The GOJ Policy Guidelines for the Nomination, Selection and Appointment of the Boards of Public Bodies



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5.1.2 Membership of the Committee may, with the approval of the Chairman of the Board be terminated for failure to attend three (3) consecutive meetings where no valid excuse has been provided; or for any other reason deemed valid by the Committee.

### **5.2 *Co-opted Members and Invitees***

5.2.1 The Chairman of the Committee shall with the approval of the Board, co-opt or invite to its meetings, any individual who is not a member of the Board but who possesses the necessary skills and qualifications to assist the Committee to adequately perform its functions.

5.2.2 Co-opted members shall not be more than two (2). <sup>2</sup>Every co-opted individual shall have all rights and responsibilities of the other members of the Committee with respect to the work of the Committee.

5.2.3 Invitees include the head of entity, respective department heads and immediate support staff. Invitees are not allowed to vote and cannot be counted for purposes of a quorum.

### **6. QUORUM**

6.1 The quorum for meetings consists of three (3) members of the Committee of which two (2) must be a member of the Board.

### **7. CONFLICT OF INTEREST:**

7.1 Where there is a conflict of interest, the Committee Member so affected shall declare his/her interest to the Committee Chairman, and the details of the conflict are to be recorded by the Secretary. That member shall not participate in the deliberations on the particular matter and will recuse himself/herself from the discussions in respect of those interests during the period of discussion of the matter.

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<sup>2</sup> Public Bodies Management and Accountability Act: Section 8 (8)



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### **8. REMUNERATION:**

8.1 Members of the Committee will be compensated for meetings attended as per the guidelines of the Ministry of Finance and Public Service.

### **9. REVIEW**

9.1 The Charter shall be reviewed every two (2) years or at such intervals as the Committee/Board may require.

<b>Title:</b>	<i>Spectrum Management Authority's Corporate Governance and Human Resources Committee Charter</i>
<b>Recommended By:</b>	<i>Corporate Governance and Human Resources Committee</i>
<b>Date of Recommendation:</b>	<i>March 21, 2022</i>
<b>Approved By:</b>	<i>Board of Directors</i>
<b>Date Approved:</b>	<i>June 7, 2023</i>
<b>Managed By:</b>	<i>Company Secretary</i>

A handwritten signature in black ink, appearing to read "S. Abdoulon", written over a horizontal line.

Chairman of the Board of Directors

A handwritten signature in blue ink, appearing to read "R. Lyne", written over a horizontal line.

Company Secretary