



Technical Operations Committee Charter

1. ESTABLISHMENT:

- 1.1 The Board of the Spectrum Management Authority "the Authority" hereby establishes the Technical Operations 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.
 - 1.1.1 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 the Committee is:

- 2.1 To provide support and recommendations to the Spectrum Management Authority's Board of Directors on strategic decisions, primarily concerning technology related aspects of the Spectrum Management Authority's operations - as defined by its Board of Directors.

3. DUTIES AND RESPONSIBILITIES

- 3.1 The Committee will review and where applicable, make recommendations to the Board on submissions related to the following:
 - Technical issues related to:
 - Developments related to new and emerging wireless technologies and impact on Jamaica's ICT sector, operators and citizenry
 - Jamaica's Spectrum Management and Regulatory framework
 - Compliance with ITU, CTU, CITELE Spectrum harmonization, Radio regulations, Standards and best practises
 - SMA's compliance with GOJ's policy on ICT, Cyber Security, E-governance,
 - SMA's technical resources and capacity to meet industry demands
 - Legal issues related to:
 - Telecommunications Legislations and Regulations



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- Policy and Strategic Planning Issues related to:
 - Spectrum Pricing
 - Methods of awarding spectrum
 - Establishing Spectrum License Fees
 - License Application process
 - Telecommunications Policy – National Telecommunications Regulator
- Information and Communications Technology matters
 - Strategic plans for core ICT infrastructure
 - Approval of major ICT facilities and services
 - Disposal of decommissioned ICT facilities
- Any other matter related to the technical operations of the Authority referred to the committee by the Board and Managing Director.

4. MEMBERSHIP OF THE COMMITTEE

4.1 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. ¹A 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;

¹ 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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- 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).
- 4.1.1 The majority of the members of the Committee should have knowledge of Information and Communication Technology (ICT) and at least one member of the Committee should be an Engineer.
- 4.1.2 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.
- 4.2 ***Co-opted Members and Invitees***
- 4.2.1 The Chairman of the Committee shall be at liberty to 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.
- 4.2.2 Co-opted members shall not be more than two (2). ²Every co-opted individual shall have all rights and responsibilities of the other members of the Committee with respect to the work of the Committee.

² Public Bodies Management and Accountability Act: Section 8 (8)



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4.2.3 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.

5. QUORUM

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

6. MEETINGS AND REPORTS

6.1 The Committee shall meet bi-monthly (every other month) on second Wednesday at 12:00 p.m. The Committee may meet by video conference or telephone conference call if its members so decide.

6.1.1 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.

6.1.2 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.

6.1.3 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) calendar days before the date of the Committee meeting.

6.1.4 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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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.

8. REMUNERATION:

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

9. REVIEW

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

Recommended By:	<i>Technical Operations Committee</i>
Date of Recommendation:	<i>May 17, 2023</i>
Reviewed By:	<i>Corporate Governance and Human Resources Committee</i>
Review Date:	<i>October 17, 2023</i>
Approved By:	<i>Board of Directors</i>
Date Approved:	<i>October 25, 2023</i>
Managed By:	<i>Company Secretary</i>

Chairman of the Board of Directors

Company Secretary

