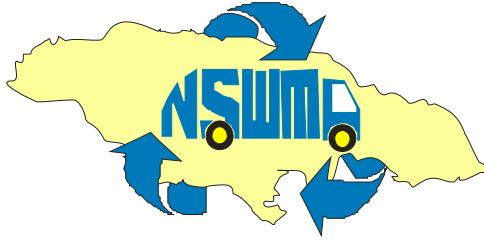


**NATIONAL SOLID WASTE MANAGEMENT
AUTHORITY (“NSWMA”)**



**TERMS OF REFERENCE
CORPORATE GOVERNANCE COMMITTEE OF THE BOARD**

Document Control

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CHARTER & TERMS OF REFERENCE
for the
CORPORATE GOVERNANCE COMMITTEE

1. ESTABLISHMENT:

- 1.1. The Board of the National Solid Waste Management Authority (the Authority) hereby establishes the Corporate Governance 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:

- (a) To assist the Board in achieving global corporate governance best practice standards and in ensuring that its composition, structure, policies and processes meet all relevant legal and regulatory requirements.
- (b) 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.
- (c) To assist the board in developing its communication strategy and ensuring that the Authority's obligation for transparency and communication with all stakeholders is adequately and appropriately discharged, especially so in light of the impact of the operations of the Authority on the well-being of the Jamaican public.
- (d) To review the work of and provide policy direction and leadership on the functional responsibilities set out at Section 10 below.

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.

3. MEMBERSHIP & STRUCTURE:

- 3.1. The members of the Committee shall be no fewer than three (3) nor more than six (6) non-executive directors. The Executive Director shall be an ex-officio member. The Chairman of the Board shall appoint the Chairman of the Committee who should be an independent non-executive Director competent in the area of Corporate Governance. Such person should not be a representative of the parent Ministry of the NSWMA.
- 3.2. The members of the Committee shall be approved by the Board.
- 3.3. Committee members shall serve for no more than 3 years at the first instance, and in respect of Directors of the Board, shall be eligible for reappointment for a further term of no more than 3 years.
- 3.4. A Committee member shall resign by giving at least one (1) months' notice in writing to the Chairman of the committee, which shall be copied to the Chairman of the Board.
- 3.5. Membership of the Committee may, with the approval of the Chairman of the Board, be terminated for failure to attend three consecutive meetings where no valid excuse has been provided; or for any other reason deemed valid by the Committee.

4. QUORUM:

The quorum of the Committee shall be two non-executive members at least one of whom shall be a director of the NSWMA board.

5. CO-OPTED MEMBERS & INVITEES:

- 5.1. The Chairman of the Committee may co-opt or invite to its Committee 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. Co-opted members shall not be more than two and shall have the same rights and responsibilities as Director Committee members.
- 5.3. Invitees are not allowed to vote and cannot be counted for purposes of a quorum.
- 5.4. Any member of the Board may attend meetings of the Committee; save that such a Director who is not a member of the Corporate Governance Committee shall not be entitled to vote at the Committee meeting and would not constitute a part of the quorum.

- 5.5. All persons have an obligation to appear before the Committee once an invitation has been issued.

Invitees may include:

- a) the respective NSWMA Department Heads;
- b) other members of the Executive and Managers of the NSWMA as required; and
- c) internal or external specialists or experts.

6. SECRETARY:

- 6.1. The Secretary of the Committee shall be the Company Secretary or such other person as the Committee appoints.

- 6.2. The Secretary shall:

- a) prepare the notice and agenda for the meeting and circulate same at least 7 clear days prior to the meeting;
- b) draft the minutes of the meetings and all other reports as directed by the Chairman;
- c) collect and disseminate information necessary for the proper functioning of the Committee.

7. ADVISOR(S) & RELATED EXPENSES:

- 7.1. The Committee is authorized by the Board to seek appropriate professional advice both internally or external to the Authority as and when it considers this necessary, and with the approval of the Board has the authority to retain independent legal or other consultants and to recommend related fees and retention terms in accordance with government procurement guidelines and the Board Charter.

- 7.2. The Committee shall receive the funding it deems necessary or appropriate for ordinary administrative expenses with the approval of the Board.

8. MEETINGS:

- 8.1. The Committee shall meet as often as required but no less than quarterly. Meetings shall be scheduled annually in advance where possible.

- 8.2. The Committee may meet by video conference or telephone conference call if its members so decide.

- 8.3. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities and responsibilities of the Committee. A member's participation in a meeting by video link or audio link shall be regarded as valid for these purposes.
- 8.4. Decisions are taken by simple majority. In the event of equality of voting, the Chairman's vote is decisive.
- 8.5. The Secretary, at the request of the Chairman, shall summon meetings of the Committee.
- 8.6. Notice shall be given to each member of the venue, time and date of each meeting. The agenda of items to be considered at each meeting, together with supporting papers, will normally be furnished to each member at least one week in advance of the meeting. Circulation of documents maybe effectuated by email but with hard copies made available to members at least three days before the meeting, where a Committee member so requests.

9. MINUTES:

- 9.1. The Committee shall keep minutes of its proceedings and report regularly to the Board.
- 9.2. Minutes will be signed by the Chairperson of the Committee and will form a part of the permanent records of the Company.
- 9.3. Each member of the Committee will receive a copy of the Minutes before the next meeting of the Committee.
- 9.4. The Minutes of meetings of the Committee and all other reports shall be reviewed prior to the meetings of the Committee.

10. DUTIES & RESPONSIBILITIES:

- 10.1. Governance/ Policies & Processes
 - (a) Recommend/ monitor the implementation of a governance structure suited for the NSWMA.

- (b) Ensure the board fully understands its role and responsibilities and that Board Members are familiar with and understand the Company's responsibilities under the NSWMA Act, the Public Bodies Management & Accountability Act and the Corporate Governance Framework for Public Bodies as well as any other applicable legislation.
- (c) Assist the Board of Directors to determine, understand and work within the legal, cultural, and institutional frameworks that affect the goals and direction of the NSWMA and advise on matters of corporate governance.
- (d) Develop for the Board's approval and at least once every three (3) years review the Board Charter and the Delegation of Authority to Management.
- (e) Develop for the Board's approval and at least once every three (3) years review the Code of Conduct & Business Ethics.
- (f) Ensure that the Code of Conduct & Business Ethics is rolled out across the entire organization.
- (g) Develop for the Board's approval and at least once every three (3) years review the Authority's Corporate Social and Environmental Responsibility Framework.
- (h) Develop such other policies as are required for the effective governance of the Authority.
- (i) Monitor trends and best practices in corporate governance in order to properly discharge the Committee's duties.
- (j) 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 an applicable regulatory authority such as the Ministry of Finance & Planning.
- (k) To assist the Board to be transparent in structure and decision-making.

10.2. Conflict Of Interest

Advise the Board on issues of conflict of interest for individual directors that may come to their attention and actively manage these conflicts of interest, particularly by the directors as a whole and individually.

10.3. Board Induction, Training & Evaluation.

- (a) Oversee the development and implementation of a board induction process for new directors and a programme of continuing director development.
- (b) Develop a process for evaluating Board effectiveness and co-ordinate the annual Board effectiveness evaluation.
- (c) Annual review of each Board Committee with the Chairman and Board Committee Chair against their Terms of Reference.
- (d) Recommend and monitor minimum attendance guidelines for Board of Directors and committee meetings.
- (e) Develop in conjunction with the Chairman of the Board and the Executive Director the NSWMA's annual goals or improvement priorities.

10.4. Legal

- (a) To monitor compliance with legal responsibilities.
- (b) To track and mitigate the legal exposure to the NSWMA.
- (c) To assess the liability of the NSWMA in respect of lawsuits filed against it; and to recommend where necessary the filing of lawsuits to protect the interests of the NSWMA.
- (d) To assess all matters of legal import.
- (e) To review proposed settlements other than those related to Human Resources and if in agreement, to recommend same to the Board for approval.

10.5. Communication

- (a) Develop for the Board's approval and at least once every three (3) years review the Authority's Board Information & Disclosure Policy.
- (b) Develop for the Board's approval and at least once every three (3) years review the Authority's Protocol on Communication with Stakeholders & Media.
- (c) To assist the Board in developing its Corporate Communication Strategy and monitor its implementation.

(d) To oversee the NSWMA's Public Relations Programme.

11. REPORTS TO THE COMMITTEE:

- (a) The respective Departments shall submit monthly reports to the Committee for review.
- (b) The reports shall include but not be limited to details of action taken in response to specific instructions given by the Committee, explanation of variances and corrective measures taken.
- (c) These reports should be circulated to Committee members at least seven (7) days prior or to the Committee meeting.

12. REPORTS BY THE COMMITTEE:

- 12.1. In fulfilling its tasks, the Committee shall regularly consult with the Authority's Chairperson.
- 12.2. The Chairperson of the Committee will report to the Board after each meeting of the Committee on its findings and on any actions taken by it and any matters which require the approval of the Board.
- 12.3. Board members shall have access to all records of the Committee.
- 12.4. The Committee shall:
 - a. consider other matters as determined by the Board; and
 - b. report on all of the above matters to the board.

13. GENERAL:

These Terms of Reference will come into force upon its adoption by the Board of Directors, except where expressly mentioned otherwise.

These Terms of Reference can be amended at any time by a decision of the Board of Directors.

These Terms of Reference should be reviewed at least once every three (3) years.



