



HUMAN RESOURCE COMMITTEE TERMS OF REFERENCE

1. Constitution

The Board hereby resolves to establish a Board committee to be known as the Human Resource Committee.

2. Objectives

The objective of the Committee is to ensure that the Human Resource Department's functions and the activities are carried out in an efficient and effective manner in order to achieve the company's overall business objectives.

3. Membership

The committee shall be appointed by the Board. All committee members shall be independent non-executive directors of the company. The committee shall consist of not less than three (3) members.

The quorum of the Committee shall be two (2) members.

4. Attendance at Meetings

The committee shall meet monthly. However, emergency meetings may be called from time to time, as and when appropriate. Management invitees shall be the Deputy Managing Director – Human Resource and Administration, and or the Industrial Relations Manager and any other Department Head which may be required by the Committee when necessary.

The secretary of the committee shall be the Company Secretary.

5. Duties and Responsibilities

- a) Review, analyse and make recommendations to the Board for improvement that will increase efficiency in the following areas:
 - HR Strategies, systems, policies and procedures
 - Impact and effectiveness of the human resource functions
 - Compliance with HR related budgetary projections and targets
- b) Assess the Human Resource's strategic plans, including human resource planning, compensation, training and development initiatives and employee assistance, wellness and welfare programmes to determine if they are in keeping with the company's business objectives and make recommendations to the Board as is necessary.

- c) Direct periodic human resource audit to ascertain if systems, policies, procedures and functions are being consistently applied and take appropriate action.
- d) Review and approve Human Resource Department's monthly reports to the Board.
- e) Review staffing request/requirement, relating to senior management, and make necessary recommendations to the Board.
- f) Provide Board guidelines on union negotiations and industrial relations issues/matters.
- g) Advise the Board on organizational restructuring and/or specific changes in organizational/departmental structure, as is necessary.