

# TERMS OF REFERENCE OF THE HUMAN RESOURCES AND REMUNERATION COMMITTEE OF THE SADCAS BOARD OF DIRECTORS

<b>Prepared by:</b> Human Resources & Remuneration Committee	<b>Approved by:</b> SADCAS Board of Directors	<b>Approval Date:</b> 2021-05-20 <b>Effective Date:</b> 2021-05-20
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**1. OBJECTIVE OF THE HUMAN RESOURCES AND REMUNERATION COMMITTEE**

The main objective of the Human Resources and Remuneration Committee (HRRC) is to develop and implement a comprehensive human resources policy and strategy which will ensure that SADCAS is able to attract, develop and retain the best possible skills required to support credible services to its clients.

**2. COMPOSITION OF THE HUMAN RESOURCES AND REMUNERATION COMMITTEE**

2.1 The Human Resources and Remuneration Committee hereinafter referred to as the “Committee” shall be established by the Board of Directors herein referred to as the “Board”. The Committee shall consist of three (3) non-executive members, namely a member of the Finance, Risk and Audit Committee and two (2) other non-executive directors appointed by the Board. The Chief Executive Officer shall attend all HRRC meetings.

The Chairman of the Board shall not be eligible to be appointed as a member of the Human Resources and Remuneration Committee.

2.2 The Chairman of the Committee shall be appointed by the Board and shall be a non-Executive Director. If at any meeting the Chairman is not present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairman of the meeting.

2.3 Members may co-opt suitably qualified persons on to the Committee to provide such specialist services as may be required to assist the Committee on any particular matter.

2.4 The Board shall have the power at any time to remove any member(s) from the Committee and to fill any vacancy(ies) created by such removal.

2.5 The Chief Executive Officer shall be the Secretary of the Human Resources and Remuneration Committee.

2.6 Members shall be appointed for terms of office which are consistent with their terms of office on the Board.

**3. DUTIES OF THE HUMAN RESOURCES AND REMUNERATION COMMITTEE**

The Human Resources and Remuneration Committee shall:

3.1 Develop and review terms and conditions of staff to ensure continued alignment and compliance with legal requirements and industrial standards.

3.2 Consider and make recommendations to the Board on the recruitment, performance and dismissal of Senior Management.

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- 3.3 Review staff salaries and performance reward payments in line with market trends and make recommendations to the Board.
  - 3.4 Review staff benefits and packages in line with market trends and make recommendations to the Board.
  - 3.5 Ensure the creation of a conducive working environment and equitable management of industrial relations.
  - 3.6 Ensure the provision of meaningful support and appropriate education and training to employees.
  - 3.7 Develop and monitor a succession plan for senior management.
  - 3.8 Ensure the enhancement of SADCAS performance through innovative Performance and Remuneration Management.
  - 3.9 Deal with such matters as assigned to it by the Board.

#### **4. HUMAN RESOURCES AND REMUNERATION COMMITTEE MEETINGS**

##### **4.1 Frequency of Meetings**

- 4.1.1 The Human Resources and Remuneration Committee shall meet, as it deems necessary but at least twice a year.
- 4.1.2 Notice of each meeting of the Committee confirming the venue, time, date and including an agenda of the items to be discussed shall be forwarded to each member of the Committee at least five (5) working days prior to the date of the meeting.

##### **4.2 Quorum**

- 4.2.1 The quorum for decisions of the Committee shall be any two members present throughout the meeting.
- 4.2.2 The Committee shall seek to make decisions on the basis of consensus at all times. However, should this not be achieved, the decision shall be taken by a simple majority vote of Committee members present throughout the meeting.
- 4.2.3 A decision taken by the Committee or an act performed under the authority of such a decision shall not be invalid merely by reason of a vacancy in the Committee.

##### **4.3 Meeting Proceedings**

- 4.3.1 Rules and procedures governing meetings and proceedings of the Board of Directors will govern meetings and proceedings of the Human Resources and Remuneration Committee.

- 4.3.2 The Secretary shall keep appropriate records of all meetings of the Committee as well as minutes of the proceedings and all decisions made.
- 4.3.3 Minutes of all meetings shall be circulated to all members of the Human Resources and Remuneration Committee and also to other members of the Board.
- 4.3.4 The Human Resources and Remuneration Committee shall make recommendations to the Board for its final decision.

## 5. **HUMAN RESOURCES AND REMUNERATION COMMITTEE AUTHORITY**

The Committee is authorized by the Board to:

- 5.1 Investigate any activity within its terms of reference.
- 5.2 Seek any information that it requires from any employee of the company and all employees are directed to cooperate with any request made by the Committee. The Chief Executive Officer shall be informed of such communication; and
- 5.3 Obtain legal or independent professional advice, at the company's expense, and secure the attendance of experts it considers necessary.

## 6. **REPORTING AND ACCOUNTABILITY**

- 6.1 The Chairman of the Committee shall account to the Board for the Committee's activities and make recommendations to the Board concerning any matters arising from its responsibilities.
- 6.2 In addition to the above, the Committee shall deal with any other matters formally delegated to it by the Board from time to time.

## 7. **GENERAL**

The Terms of Reference shall be reviewed annually and shall be amended as necessary subject to the approval of the Board.

**APPENDIX – AMENDMENT RECORD**

Revision Status	Change			Approved by	Effective Date
	Page	Clause	Description of Change		
Issue 3	-	-	-	SADCAS Board of Directors	2012-04-13
Issue 4	2	Contents	Added "Appendix – Amendment Record" after 7.	SADCAS Board of Directors	2014-05-13
	3	2.1	Deleted clause 2.1 – second and last sentences and substitute with: "The Committee shall consist of three (3) non-executive members, namely a member of the Finance, Risk and Audit Committee and two (2) other non-executive directors appointed by the Board. The Chief Executive Officer shall attend all HRRC meetings."	SADCAS Board of Directors	2014-05-08
Issue 5	3	1.3	Delete the 1 <sup>st</sup> sentence and substitute with "The Chairman of the Committee shall be appointed by the Board and shall be a non-Executive Director".	SADCAS Board of Directors	2016-05-12
Issue 6	3	2.6	Delete "term" and substitute with "their terms"	SADCAS Board of Directors	2017-05-11
	5	4.3.3	Delete "may also ----be circulated" and substitute with "also"		
Issue 7	3	2.6	Deleted "of three years which is" and substituted with "which are" to align the terms of office of HRRC members with the terms of Board members as outlined in the Constitution.	SADCAS Board of Directors	2021-05-20