

## **Terms of Reference – HR and Remuneration Committee March 2021.**

### **Primary Role:**

The primary role of the HR and Remuneration Committee is to advise and support the CEO in the fulfilment of the Board's financial and legal responsibilities in relation to employees and on other issues as requested by the Board from time to time. The Committee will be appointed by the Board and its functions will also be agreed by the Board. The primary rationale for this structure is the provision of a mechanism to assist the CEO and Board in fulfilling their duties in relation to employment issues as they arise. This committee can also be delegated to assist in decision making between Board meetings where it is agreed and nominated by the Board to do so.

### **Functions of the HR Committee are:-**

- To ensure the implementation of good employment practices by regularly reviewing structures, procedures and practice with the CEO
- To assist the CEO with decision making in relation to personnel issues as they arise and make recommendations to the Board
- To ensure that decisions in relation to staff employment issues will be made within the parameters of the financial constraints of CDI
- To advise on and approve decisions regarding staff appointments, salary scales, remuneration, non-statutory leave; acting up arrangements and changes in terms and conditions
- To regularly report to the Board.

### **Principles guiding the HR Committee are:**

- The Committee will take directions from the Board and operate within the understanding that ultimate responsibility for CDI lies with the Board of Directors
- The Committee will support the CEO in her/his management responsibilities of CDI
- The Committee will ensure confidentiality at all times
- Strong communication between the HR Committee and the Board will be maintained.

### **Proposed Membership**

- The membership will include at least two Board Directors and the CEO.
- The Committee will meet as deemed necessary and will also conduct its business by phone and or email, where appropriate.