Factories Corporation of Jamaica Limited

TERMS OF REFERENCE FOR THE HUMAN RESOURCES & ADMINISTRATION AND IT COMMITTEE

BACKGROUND

The Human Resource & Administration and IT Committee (“HRAC”) (hereinafter called “the Committee”) is established by the Board of Directors of the Factories Corporation of Jamaica Ltd (hereinafter called “the Corporation”) and is a committee of the Board. The Committee shall function in accordance with the terms of reference conferred by the Board, and shall have no authority other than that conferred by the Board.

The key objective of the Human Resource and Administration Committee is to provide oversight and contribute to the human resource strategic policy deliberations while ensuring the optimization of the Corporation’s human capital. This includes reviewing human resources policies, implementation and evaluation, in line with the corporation policies and government guidelines.

A. PURPOSE

The Human Resource Administration and Information Technology (HR & IT) Committee is established to provide strategic guidance, oversight, and support in matters related to human resource management, administrative systems, and the organization’s information technology infrastructure. The Committee ensures the party’s personnel, administrative, and digital functions align with its mission, goals, and operational needs.

B. MEMBERSHIP

1. The HRAC shall be comprised of a maximum of seven (7) members with at least four (4) members being directors.

2. The Board, through the Chairman, shall appoint the Chairman of the Committee who at all times must be a sitting Director.

3. Members will be appointed by the Board and will serve until resignation or until the termination of their appointment to the Board. Members may also be removed by majority vote of the Board of Directors.

4. The majority of the members of the Committee should have human resource experience and knowledge.

5. The Board may co-opt, to perform the duties of the Committee, individuals who are not Directors but who possess a broad range of human resource related qualifications relevant to the functions of the Committee.

6. Co-opt members should not constitute more than forty percent (40%) of the committee's membership.

7. Every co-opted individual shall have all the rights and responsibilities of the other members of the Committee with respect to the work of the Committee.[1]

8. The Corporate Secretary will be the assigned secretary for the HRAC. In the absence of the Corporate Secretary, the Chair of the HRAC may make alternate arrangements for a member of the Corporation's staff to act as Secretary to the Committee.

9. The **Managing Director and Human Resource Manager** shall **be invited** to all Committee meetings.

10. The Committee has the power to require any member of staff of the Corporation to attend meetings.

C. MEETINGS, QUORUM AND PROCEDURES

1. The HRAC will determine its own rules of procedure, provided they are consistent with the regulations that govern the Corporation and the organization, generally.

2. The HRAC will meet at **least quarterly** and more frequently as circumstances require.

3. Failure to attend at least three (3) consecutive meetings without acceptable reasons to the Committee Chairman, will give rise to consideration of continued membership.

4. The Chair of the HRAC or a majority of the members of the HRAC, may call a special meeting of the HRAC.

5. **The Committee's quorum will be fifty percent (50%) membership plus 1.** This must include at least three (3) appointed directors.

6. The HRAC may form sub-committees for any purpose that the HRAC deems appropriate and may delegate to such sub-committees such power and authority as the HRAC deems appropriate. No sub-Committee should consist of fewer than two (2) members.

7. Meeting agendas and documents will be prepared for each meeting and provided within a minimum **of 3 working days in advance to the Committee** members along with appropriate briefing materials.

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1. [1] *(Section 8(8) – PBMA Act)*

8. Senior Management or other persons, whose advice and counsel are sought by the HRAC, may be invited to meetings of the Committee to provide such pertinent information as the HRAC requests.

9. The HRAC shall keep written minutes of its meeting, which minutes shall be maintained with the records of the Board.

10. An annual report, which speaks to the activities of FCJ's HRA Committee, will be included in the Corporate Governance section of FCJ's Annual Report.

D. SPECIFIC RESPONSIBILITIES AND DUTIES

The Human Resources & Administration and IT Committee will have the following duties and responsibilities:

Human Resource & Administration Functions

1. Develop and review HR policies, procedures, and codes of conduct.
2. Advise on recruitment, training, performance management, and staff development strategies.
3. Support the implementation of staff welfare, retention, and engagement programs.
4. Oversee compliance with labour laws, employment standards, and organizational policies.
5. Review and recommend staffing structures and succession plans.
6. Monitor administrative efficiency and recommend improvements in office operations and record management.

Information Technology Functions

7. Advise on the organization's IT strategy, including infrastructure, data management, and cybersecurity.
8. Oversee implementation and maintenance of IT systems (e.g., databases, communication platforms, digital tools).
9. Ensure compliance with data protection, privacy policies, and relevant IT regulations.
10. Recommend and review digital transformation initiatives, including automation and digital outreach tools.
11. Support IT training and capacity building for staff and volunteers.
12. Monitor IT system performance and advise on updates or investments.

E. SELF-EVALUATION

a) The HRAC shall periodically conduct a self-evaluation of its performance.

b) In conducting this review, the HRAC will also evaluate whether this term of reference appropriately addresses the matters including, but not limited to, attendance and participation, or should be within its scope.

c) In conducting this review, the HRAC will address all matters that it considers relevant to its performance, including at least the following:
    i. The adequacy, appropriateness and quality of its information and recommendations to the Board;
    ii. The manner in which they were discussed or debated; and
    iii. Whether the number and length of meetings are adequate for the HRAC to complete its work in a thorough and thoughtful manner.

d) The HRAC will provide the Board with a written report of the results of its self-evaluation, including any recommended amendments to this term of reference.

F. COMMITTEE SECRETARY

The Secretary for the Committee shall be the Corporate Secretary who shall attend all meetings. An in-house recording secretary can be assigned to take the Minutes of the meetings.

The Committee Secretary is required to:

a) circulate the notices and minutes of the Committee meetings;

b) distribute to Committee members **3 working days prior to the meetings** of the Committee, all agenda and documents of meetings, reports and/or related documents which are prepared for consideration by the Committee;

c) keep detailed records of the Committee's meetings; and

d) have such other duties as may be assigned by the Committee.

G. REPORTING RESPONSIBILITIES

The Committee shall report to the Board of Directors within four (4) days after each meeting of the Committee. A written report shall be submitted to the Board through the Chairman of the Committee, at the following Board Meeting.

H. REMUNERATION

The legislation makes provision for remuneration of Committee Members and this is determined according to prescribed rates as formulated by the Minister responsible for Finance.

I. CONFLICT OF INTEREST

Where there is a conflict of interest, the Committee Member so affected shall declare his interest to the Chairman and the details of the conflict are to be recorded by the Committee Secretary.

The Committee Member who has a conflict of interest shall not participate in the deliberations on the particular matter and will excuse himself from the discussions in respect of those interests during the period of discussion of the matter.

J. CONFIDENTIALITY OF COMMITTEE INFORMATION

All information received by the Committee is confidential and is the property of the Factories Corporation of Jamaica Ltd and cannot be disclosed to parties outside of the organisation without prior approval of the Board.

K. AUTHORITY

The Committee has the authority to request the Audit Committee to conduct investigations into any matters within its scope of responsibility. In so doing, it is empowered to:

a) Investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the HRAC;

b) Seek any information it requires from any officer or employee of FCJ and such officers or employees shall be instructed by the Board to respond to such enquiries;

c) Meet with officers/employee of the FCJ for the purpose of furthering its investigations; and

d) Provided that the approval of the Board is first obtained, retain outside counsel or other experts to advise the Committee or assist in the conduct of an investigation.

L. AUTHORITY TO ENGAGE ADVISORS

The HRAC, with the prior approval by the Board, may engage outside advisors as it deems appropriate and necessary to assist it in the effective discharge of its functions.

M. REVIEW AND ASSESSMENT OF REFERENCE

The Board will conduct a review and assessment of the HRAC terms of reference at least every two (2) years in such manner as the Board deems fit.

DOCUMENT CONTROL

REVISION HISTORY

Version	Description	Reviewed by	Date Reviewed
1	Reviewed and updated	Consultant	March 2019
2	No amendments made	Corporate Governance	March 2021

		Committee	
3	Reviewed. No amendments necessary.	Committee Chairman	March 2023
4.	Reiewed and amended. The Purpose of the Committee was restated and the duties and responsibilities amended and separated according to functions.	Committee Chairman an Corporate Governance Committee	February 12, 2025

APPROVAL HISTORY

Version	Approved by	Date Approved	Date Effective
1	Board of Directors	September 2016	Septemebr 2016
2	Board of Directors	March 2019	March 2019
3	Board of Directors	March 30, 2023	March 30, 2023
4	Board of Directors	May 1, 2025	May 1, 2025