Factories Corporation of Jamaica Limited

TERMS OF REFERENCE FOR THE PUBLIC RELATIONS & MARKETING COMMITTEE

BACKGROUND

The Public Relations & Marketing Committee ("PRMC") (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 Public Relations and Marketing Committee is to provide oversight for the Corporation's public relations and marketing activities ensuring the optimization of the Corporation's brand and message.

A. PURPOSE

The Committee provides strategic oversight for the Corporation's marketing and public relations programme ensuring that the Corporation receives branding value. The Committee ensures that all activities are in line with approved corporate strategic plan, are within budget and add value to the FCJ brand and reputation.

The Committee also reviews and contributes to the Marketing and Public Relations Plan and monitors its implementation.

B. MEMBERSHIP

1. The PRMC shall be comprised of not less than four (4) members with at least three (3) 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 marketing 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 marketing and communication 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 PRMC. In the absence of the Corporate Secretary, the Chair of the PRMC may make alternate arrangements for a member of the Corporation's staff to act as Secretary to the Committee.

9. The **Managing Director, Marketing & Communications Manager and Public Relations Officers** 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 PRMC will determine its own rules of procedure, provided they are consistent with the regulations that govern the Corporation and the organization, generally.

2. The PRMC will meet at **least every quarter** 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 PRMC or a majority of the members of the PRMC may call a special meeting of the PRMC.

5. **The Committee's quorum will be fifty percent (50%) membership plus 1.** This must include at least two (2) appointed Directors.

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

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1. [1] *(Section 8(8) – PBMA Act)*

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.

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

9. The PRMC 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 PRMC Committee, will be included in the Corporate Governance section of the FCJ's Annual Report.

D. SPECIFIC RESPONSIBILITIES AND DUTIES

The Public Relations & Marketing Committee will have the following duties and responsibilities:

a) To review the development of a comprehensive public relations and communications policy complete with a monitoring mechanism for oversight and evaluation.

b) Monitor the implementation of the annual operational marketing plan emanating from the strategic corporate plan.

c) To keep under constant review the Corporation's brand and ensure mechanisms are in place to strengthen its overall public relations and marketing strategies.

d) To review proposed marketing initiatives and make recommendations while ensuring all activities are within budget.

e) To ensure that the appropriate interfaces exist and are maintained between the PRMC, the Board of Directors, the other Committees of the Board of Directors, and the Corporation's Management, to secure the marketing objectives of the PRMC.

E. SELF-EVALUATION

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

b) In conducting this review, the PRMC 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 PRMC 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 PRMC to complete its work in a thorough and thoughtful manner.

d) The PRMC 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 and Risk Management 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 PRMC;

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 PRMC, 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 TERMS OF REFERENCE

The Board will conduct a review and assessment of the PRMC terms of reference at least every 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	Reviewed. The TOR is in keeping with the requirements for public relations and marketing activities. No amendments made.	Committee Chairman and 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