



**Simbag sa Emerhensya asin Dagdag Paseguro
Mutual Benefit Association, (SEDP MBA) Inc.**

Human Resource Committee Charter

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1. Terms of Reference

- 1.1 The primary objective of the Human Resources Committee is to assist the Board in fulfilling its responsibilities in relation to the oversight of human resources, safety, environment and security management.

2. Role and responsibilities

- 2.1 **The Human Resources, Safety, and Environment Committee** is delegated the following role and responsibilities:

2.1.1 Human Resources

- Advise and assist the Board in fulfilling its responsibilities relating to oversight of human resources matters.
- Inform/updates the Board on matters discussed during HR Committee meetings held; significant human resources related issues and make recommendations to the Board as appropriate.
- Oversee the remuneration strategies adopted by SEDP-MBA;
- Review policies related to remuneration arrangements (including incentives) applicable to SEDP-MBA management and staff when necessary¹;
- Ensure regular updates are received from management on changes or emerging issues and consider the impact on current remuneration practices and agreements;
- Review the effective operation of the human resource management system including, but not limited to recruitment, training and development, promotion and retention programs, separation and or retirement;
- Review processes in place to ensure compliance with relevant regulatory requirements, government guidelines and SEDP-MBA policies and procedures;

¹ At least annually

3. Membership and Organization

3.1. The committee shall be consists of at least four members.

3.2. The membership of the Committee should be reviewed annually by the Board

4. Confidentiality

5.1 All proceedings of the Committee, including papers submitted and presentations made to the Committee shall be kept confidential and will not be disclosed or released to any person other than either Committee members or members of the Board, except as required or as agreed by the Committee or Board.

5. Meetings

5.1 Meetings and proceedings of the Human Resources Committee are governed by the same provisions regulating meetings and proceedings of the Board.

5.2 **Timing.** The Chair shall convene meetings at such times as may be necessary. In any event, the Committee shall not meet on less than four occasions each year.

5.3 Quorum

5.3.1 A minimum of two members will attend the Committee Meetings.

5.3.2 In the absence of the Committee Chair, the members will elect one of their member as chair of the meeting.

5.4 Attendance

5.4.1 The General Manager, Admin and Finance Officer and Admin Staff shall have standing invitations to attend all Committee meetings.

5.5 Agenda Items

5.5.1 The agenda for a Human Resources Committee meeting is determined by the Board/Chair/Management.

5.5.2 The Committee, as appropriate, may consider the following matters and minute them accordingly:

- Review and approval of the minutes of previous meetings;
- Review the major issues relating to human resource management ;
- Prepare reports and recommendations to the Board;

- Review of reports on the results of audits conducted relating to human resources and also any corrective actions taken by management, as deemed appropriate;
- Perform such other functions and consider such other matters deemed necessary by the Committee to fulfill its responsibilities;
- Review with management information contained in relevant reports where considered appropriate; and

5.5.3 The agenda and committee papers are to be delivered to the Human Resources Committee members at least one day in advance of each meeting. Later papers may be accepted with the approval of the Committee Chair.

5.6 Minutes

5.6.1 Minutes are to be prepared for each Human Resources Committee meeting.

5.6.2 The draft minutes for each Human Resources Committee are to be reviewed by the Chair soon as practicable but no later than three (3) days before the BOT meeting².

5.6.3 Minutes of the meeting are to be confirmed at the next meeting of the Human Resources Committee.

5.6.4 Following review by the Chair, a copy of minutes of the Human Resources Committee is to be included in the papers of the next Board meeting.

6. Access

6.1 The Human Resources Committee shall have the power to conduct or authorize investigations into any matter within its objectives or as requested by the Board.

6.2 The Committee shall be entitled to have unrestricted access to management, employees, records and information it considers relevant to its function.

7. Continuing Education

7.1 Committee members are encouraged to participate in professional development and keep up to date on relevant topical issues. Committee members may, at the SEDP-MBAs expense,

² Five (5) days after the meeting

undertake professional development courses that relate to the role and function of the Committee member.

8. Committee Performance

8.1 To ensure the Human Resources Committee is fulfilling its duties to SEDP-MBA, the Committee will:

8.1.1 Undertake an annual assessment of its performance against the requirements of the Committee Charter and provide that information to the Board

8.1.2 Provide any information the Board may request to facilitate its review of the Committee's performance and its members

8.1.3 Obtain feedback from the Board on the Committee's performance on an annual basis and implement any agreed actions.

8.2 These activities may be conducted in accordance with the annual Board performance review.

9. Review of Human Resources, Safety and Environment Committee Charter

9.1 The Human Resources, Safety and Environment Committee will review and assess the adequacy of its Charter annually, discuss any required changes with the Board and ensure any revisions to the Charter are approved by the Board.

10. Position descriptions

10.1 Role of the Committee Chair

10.1.1 The Board shall elect³ the Chair of the Committee. The Chair of the Committee shall preside over the meetings of the Committee and may call special meetings, in addition to those regularly scheduled, and shall report to the Board the actions and recommendations of the Committee.

10.2 Role of the Administrative Officer assisting the Committee.

³ appoint

10.2.1 The officer assigned to assist the Committee in administrative matters is generally responsible for carrying out the administrative requirements of the Committee. In particular:

- Ensuring that the Committee agenda is developed in a timely and effective manner for review and approval;
- Ensuring that the Committee papers are developed in a timely and effective manner;
- Coordinating, organizing and attending committee meetings and ensuring that correct procedures are followed;
- Drafting and maintaining minutes of the Committee meetings; and
- Carrying out the instructions of the Committee.