

## 1. Purpose

- 1.1 The primary function of the Staff Committee (hereinafter referred to as ‘the Committee’) is to assist the Board of Directors of the State Insurance Company of Mauritius Ltd (hereinafter referred to as ‘the Board’) in overseeing the establishment of appropriate human resource strategies and policies within the SICOM Group (hereinafter referred to as ‘the Group’).

## 2. Membership

- 2.1 The Committee shall comprise of at least three (3) non-executive directors appointed by the Board and the majority shall be independent non-executive directors.
- 2.2 The Board shall appoint a Chairperson from the non-executive members of the Committee. In the absence of the Committee Chairperson, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 2.3 The Board shall have the power at any time to remove any members from the Committee and to fill any vacancies created by such removal.
- 2.4 The Committee may invite other persons to attend all or part of any meeting, as deemed necessary and appropriate.
- 2.5 The Committee is authorised by the Board to obtain, at the company’s expense, outside legal, financial or other professional advice on any matter within its terms of reference, if required.
- 2.6 The Committee may also hold its meetings online.

## 3. Secretary

- 3.1 The Company Secretary shall act as the Secretary of the Committee.

## 4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be at least two (2) members, one of whom must be an independent director.

## 5. Frequency of meetings

- 5.1 The Committee shall meet as often as necessary.

## 6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairperson or any of its members or at the request of the Group Chief Executive Officer if they consider it necessary.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend. Supporting papers shall be sent to Committee Members and to other attendees as appropriate, at the same time.

## 7. Minutes of meetings

- 7.1 The Secretary shall take the minutes of proceedings of all Committee meetings and shall circulate them to all members after they are approved and signed by the Chairperson.

## 8. Written resolutions

- 8.1 Decisions may also be taken by way of written resolutions signed by all members of the Committee.

## 9. Terms of reference

The Committee shall fulfill its duties and responsibilities as follows:

- 9.1 Review and adopt human resource strategies, policies and procedures in line with local legislation and regulations and benchmarked to best practice.
- 9.2 Review the recruitment, selection, remuneration and confirmation processes.
- 9.3 Approve the promotion process and appointments, save for staff grade which will be considered and approved by Management.
- 9.4 May take appropriate decisions and/or make recommendations to the Board on matters relating to inter alia:
  - Human resource plans and strategies;
  - Selection, recruitment, appointment, promotion, restructuring and other related exercises;
  - Creation of new senior posts and approving their respective profiles;
  - Determination, implementation and oversight of staff remuneration;
  - Succession planning and key employee retention;
  - Performance management system;
  - Terms and conditions of service including remuneration policies;
  - Training and human resource development; and
  - Industrial relations policies and practices.

- 9.5 May take appropriate decisions and/or make recommendations to the Board on matters pertaining to disciplinary actions and industrial relations.
- 9.6 Approve the recruitment of employees at staff grade i.e. up to and including Supervising Officer Level.
- 9.7 Participate in the recruitment exercise and make recommendations to the Board in respect of appointment of employees at Managerial Level.
- 9.8 Recommend the implementation/consider the enhancement of reward scheme linked to performance management system.
- 9.9 Consider the implementation of an Early Retirement Scheme and approve the terms thereof.
- 9.10 Consider a Salary review exercise, as and when required.
- 9.11 Consider any other staff related matters.

## 10. Reporting responsibilities

- 10.1 The Committee Chairperson shall report to the Board on its proceedings.
- 10.2 The Committee shall make recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## 11. Other matters

The Committee shall:

- 11.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.
- 11.2 Give due consideration to applicable laws, regulations and rules.
- 11.3 Arrange for periodic reviews of its own performance and, as and when required, review its charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

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