



TERMS OF REFERENCE  
**NOMINATIONS AND  
COMPENSATION  
COMMITTEE**

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## 1. POLICY STATEMENT

Wigton Windfarm Limited (WWFL) was established in April 2000 under the Jamaican Companies Act as a subsidiary of the Petroleum Corporation of Jamaica (PCJ), which was then the Government of Jamaica (GOJ) entity with responsibility for energy security. Wigton was mandated to develop and operate wind-powered renewable systems to supply electricity to the national grid. In 2017 the Government of Jamaica (GOJ) took the decision to divest WWFL via an initial public offering (IPO) on the Jamaica Stock Exchange (JSE) and this exercise was successfully completed in May 2019. As a listed company on the main market of the JSE, WWFL has transitioned from a public sector entity to a private sector company governed by the JSE Rules.

The Board of Wigton Windfarm Limited has established a Nominations and Compensation Committee (hereinafter called the Committee) as a standing committee of the Board to nominate appropriate candidates to serve on the Board of Directors; to guide and govern the compensation structure of the Company and to establish remuneration for Independent Directors.

## 2. ROLES AND RESPONSIBILITIES

The Committee shall:

- a. Identify and nominate candidates for appointments to fill vacancies in the Board of Directors and within the Senior Management Team.
- b. Make recommendations for the re-appointment of Non-Executive Directors at the end of the stated term of office, considering the Director's performance on the Board.
- c. Oversee the Company's compensation structure to ensure that Wigton Windfarm Ltd is competitive in the job market and capable of engaging and retaining talent.
- d. Guide or where necessary spearhead, the company's succession management process.
- e. Research and recommend the remuneration for Independent Directors which reflect the time, commitment, and responsibilities of the role.

## 3. COMPOSITION

- a. The Committee shall be comprised of a minimum of two (2) Non-Executive Directors.
- b. The Board shall appoint the members of the Committee from qualified members of the Board. Committee members should serve for two (2) years.

- c. Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee.
- d. The Chairman will chair all regular meetings of the Committee and set the agenda for Committee meetings, based upon consultations with company Management, Committee Members and Directors.
- e. If the Chairman is unable to attend a meeting, the members of the Committee shall designate a Chairman for the meeting by majority vote.
- f. Each member of the Committee shall serve until their successor is duly elected or until the member's resignation or removal. Any or all members of the Committee may be removed, with or without cause, by a majority vote of the Board.
- g. The Chairman of the Board is an ex-officio committee member.

## 4. QUALIFICATIONS

At least one (1) member of the Committee must have significant expertise in Compensation and Human Resource matters.

## 5. MEETINGS

- a. The Committee shall meet twice annually, or more frequently as circumstances dictate.



- b. The Chairman or any member of the Committee may call meetings of the Committee upon at least three (3) days' notice.
- c. Meetings of the Committee may be held electronically.
- d. The Committee may invite to its meetings any Director, company executive/manager and any other persons it deems appropriate in order to carry out its responsibilities.

## 6. AUTHORITY

The Committee has the authority to:

- a. Conduct surveys or any other market research in order to ensure that its recommendations are in alignment with established practices and current market trends
- b. Make recommendations to the Board regarding salary and compensation structure
- c. Recommend to the Board the engagement of consultants, experts and other professionals or service providers as necessary

## 7. REPORTING RESPONSIBILITIES

The Committee Reports regularly to the Board:

- a. Following meetings of the Committee
- b. With respect to other matters as are relevant to the Committee's discharge of its responsibilities
- c. With respect to such recommendations as the Committee may deem appropriate

Reports to the Board shall be written by the Chairman or any other member designated by the Committee to make such report.

## 8. QUORUM

A quorum shall consist of a majority of the Committee's members and should include at least one (1) independent non-executive director. The NCC Chairman shall have a casting vote as required.

## 9. COMMITTEE SECRETARY AND MINUTES

The Secretary to the Committee shall be the Company Secretary who shall appoint a recording Secretary 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, three (3) working days prior to the meetings of the Committee, all agenda of meetings, reports and/or related documents which are prepared for consideration by the Committee
- c. Maintain the records of the Committee's meetings
- d. Undertake such other duties as may be assigned by the Committee

The Committee shall keep detailed records of its meetings and such records shall be made available to the Board as required.

## 10. REMUNERATION

The Company shall make provision for remuneration of Committee Members in line with the Board of Directors' Compensation policy.

## 11. PERFORMANCE EVALUATION

An annual evaluation of the performance of the Committee and individual members will be done taking into consideration the Committee's goals and objectives established at the beginning of the fiscal year. In conducting this review, the Committee will:

- a. 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 matters were discussed or debated
  - iii. Whether the number and length of meetings are adequate for the Committee to complete its work in a thorough and thoughtful manner
  - iv. Understanding of the business, its objectives and services
- b. Evaluate whether these terms of reference appropriately address the matters within its scope.

## 12. DECLARATION OF INTEREST

Where any Committee Member has an interest in any matter, transaction or arrangement being discussed or determined by the Committee, the Committee Member so affected shall declare his/her interest to the Committee and the details of the interest are to be recorded by the Committee Secretary.

The Committee Member who has an interest shall not participate in the deliberations on the particular matter or exert any influence on the voting on the resolution in respect of the matter, transaction or arrangement, and shall excuse himself from the discussions by leaving the room in respect of those interests during the period of discussion of the matter. The Committee Member shall not be counted for the quorum of the meeting and if that Committee Member votes, it shall not be recorded as valid or otherwise.

## 13. CONFIDENTIALITY OF COMMITTEE INFORMATION

All information received by the Committee is confidential and is the property of WWFL and cannot be disclosed to parties outside of the Company without prior approval of the Board.

## 14. DELEGATION

The Committee shall be entitled to delegate certain of its responsibilities, where appropriate, to the Chairman or to one (1) or more members of the Committee, subject to the policies and/or procedures of the Company, which shall be consistent with applicable legal and regulatory requirements.

## 15. FUNDING

Wigton Windfarm Ltd shall provide funding as determined by the Board, for payment of:

- I. Compensation to any consultants or other experts employed by the Committee
- II. Administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## 16. REVIEW AND ASSESSMENT OF TERMS OF REFERENCE

The Committee will review and assess the adequacy of its Terms of Reference at least every two (2) years and request the Board's approval for proposed changes.



**Head Office:** 36 Trafalgar Road, Kingston 10, Jamaica  
**Tel:** (876) 960-3994, (876) 960-0568 • **Fax:** (876) 960-3108  
**Email:** wigton.info@wwfja.com • **Website:** wwfja.com