



TERMS OF REFERENCE  
**TECHNICAL  
COMMITTEE**



## 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 WWFL has established a Technical Committee (hereinafter called the "TC" or "the Committee") as a standing committee of the Board. The skills, knowledge and experience of committee members is to be harnessed to assist the Board of Directors in fulfilling its obligations and responsibilities as it relates to the technical aspects of the Company's operations. Where matters require the Board of Directors to have informed technical knowledge, the Committee will apprise the Board and, where necessary, make recommendations for the Board's approval.

## 2. ROLE AND RESPONSIBILITIES

The Committee Shall:

- a. Assist the Board in fulfilling its oversight responsibilities on specific technical matters which are beyond the scope or expertise of non-technical Board Members.
- b. Prepare, review, or revise technical material in the interest of the Company's business objectives.
- c. Provide oversight when projects or technical jobs within the Company move to the active development and implementation phases.
- d. Where specific technical skills can be harnessed to advance matters or projects beyond initial hurdles, assist with exploratory project functions such as strategic planning and business development although these areas are not generally within its remit.
- e. Report to the Board of Directors on issues and matters of a technical nature as necessary for the function of the Board's mandate.

### 3. COMPOSITION

The Committee shall consist of a minimum of two (2) Directors and up to three (3) co-opted members as needed.

### 4. MEETINGS

- a. The Committee will meet a minimum of two (2) times annually or when required by business matters or other circumstances.
- b. The Chair of the TC or a majority of the members of the Committee may call a special meeting of the TC through the Company Secretary who will ensure that adequate notice is provided.
- c. Meeting agendas and documents will be prepared for each meeting and provided within a minimum of three (3) working days in advance to the Committee members along with appropriate briefing materials.
- d. Senior Management or other persons, whose advice and counsel are sought by the TC or who can provide information to assist the Committee in carrying out its functions, may be invited to meetings of the Committee to provide such pertinent information as the TC requests.
- e. All committee members are expected to attend and participate at each meeting in person or via teleconference or video conference electronically.
- f. The Committee has the power to require any member of staff of the Company to attend meetings as required. Such staff attendance should be scheduled through the Managing Director.

### 5. AUTHORITY

The Committee has the authority to request access to company records, correspondence, technical documents or any information it considers to be necessary or advisable in order to perform its duties and responsibilities.

### 6. 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 a report.

### 7. 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 TC Chairman shall have a casting vote as required.

### 8. COMMITTEE SECRETARY AND MINUTES

The Secretary for the Committee shall be the Company Secretary who may assign an in-house staff-member 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 agendas 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
- d. Perform 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.

### 9. REMUNERATION

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

### 10. 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.

### 11. 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.

## 12. 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.

## 13. AUTHORITY TO ENGAGE ADVISORS

The TC, 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.

## 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:

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

## 16. REVIEW AND ASSESSMENT OF TERMS OF REFERENCE

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



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