PICG

Pakistan Institute of Corporate Governance

TERMS OF REFERENCE (TORS)

HUMAN RESOURCE, REMUNERATION & NOMINATION COMMITTEE (HRNC)

The terms of reference (TORs) of the Human Resource and Remuneration Committee (HRNC/ Committee) are determined by the Board.

HRNC shall consist of four members as appointed by the Board comprising a majority of non-executive directors of whom at least one member shall be an independent director.

The salient features of TORs of the Committee are:

- Establish the Committee's objectives, authority, composition and responsibilities for overseeing human capital, remuneration, talent management and Board nominations.
- Oversees Board composition, diversity and succession planning of CEO and other senior executives, identifies candidates for Board vacancies, recommends independent directors, considers the reappointment of non-executive directors, and oversees the annual Board self-assessment.
- Monitors leadership development, talent planning, organizational structure, employee morale, compensation and engagement, and promotes training, development and a high-performance culture.
- Recommends to the Board the selection, removal, evaluation, compensation, authorities and accountabilities of the CEO, CFO, CIA and Company Secretary, including annual evaluations, increments and bonuses.
- Ensures a strong pipeline of high-caliber senior management talent and effective succession planning for the CEO and other senior executives.
- Reviews employee incentive plans and performance assessment processes, including adherence to ethics and the Institute's Code of Conduct.

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