



Board of Directors

## **Introduction**

### **Scope and Status**

1. The Jamaica Urban Transit Company Limited (JUTC) shall be headed by an effective Board which is collectively responsible for strategic management and oversight, serves as the focal point for corporate governance and is accountable to the responsible minister and shareholder representatives as determined by law.
2. In keeping with the Government's policy framework, the Board shall decide on the Company's values and strategy and provide the necessary leadership to secure human, physical and financial resources required for the organisation to meet its objectives.
3. Consistent with its respective statutes, constitution, governing codes, and Government Guidelines, the Board shall apply leadership styles which are consistent with good practice in the conduct of its affairs.

### **Posting Charter on Website**

This charter shall be posted on the company's website – [www.jutc.gov.jm](http://www.jutc.gov.jm)

## **Composition and Organisation**

### **Appointment of Board Members**

1. The Board Chairman and Directors are appointed by the Minister of Transport and Mining and the full complement is at his/her discretion.
2. The Board shall elect a deputy chairman from among its members. The deputy chairman replaces and assumes the powers and duties of the chairman when the chairman is absent.

### **Duties of the Chairman**

The Board Chairman is primarily responsible for the activities of the Board and its committees, acts as the spokesperson for the Board and is the principal contact for the Managing Director (MD). The chairman and MD shall meet regularly. The chairman presides over the Company's annual general meeting.

## **Responsibilities of the Chairman**

The chairman ensures that:

1. Board members when appointed, participate in an induction programme and, as needed additional education or training programmes
2. Board members receive all information necessary for them to perform their duties
3. The Board has sufficient time for consultation and decision making;
4. Determining the agenda of Board meetings, chairing such meetings and ensuring that minutes are kept of such meetings
5. The performance of the Board as a whole and individual Board members are evaluated once yearly
6. The Board has proper contact with the Company's (Executive) Management;
7. The Board satisfies its duties to all key stakeholders and promotes sustainability of the entity
8. Issues related to the performance of individual Directors are addressed
9. Internal disputes and conflicts of interest issues between the company and Directors that may arise are addressed and shall be resolved in accordance with the Conflict of Interest Policy of the Board.

## **Establishment of Committees**

1. The Board may appoint Committees from among its members and delegate any of its powers, authorities and discretions for such time and on such terms as it thinks fit to any Committee.
2. Each Committee shall promptly advise the Board of the actions taken and major developments of which it becomes aware. Each director has unrestricted access to all committee meeting records.
3. The Board shall establish (and may amend) charters for each committee.
4. Board Committees may co-opt to perform the duties of the committee, individuals who are not members of the Board but who possess a broad range of qualifications relevant to the function of the JUTC. Co-option shall be done in accordance with the Board Committee Co-option Policy.
5. The Board remains collectively responsible for the decisions and actions taken by any committee. A committee may only perform the tasks delegated to it by the Board and may not exceed the authority or powers of the Board as a whole. Decisions that, by law, are reserved for the Board may not be delegated to a committee. Committees may make recommendations for such decisions for the consideration of the entire Board.

## **Duties and Powers of the Board**

### **General Responsibilities**

1. The Board shall oversee the general business of the Company. It shall review and regularly monitor the effectiveness of the Company's fundamental operating, financial and other business plans, policies and decisions, including the execution of its strategies and objectives.
2. The Board shall act in the best interest of the Company and its affairs, taking into account the interests of its stakeholders.
3. The Board shall use its best efforts to ensure that:
  - Its members can act critically and independently of one another
  - Each Board member can assess the broad outline of the company's overall policy; Each Board member has sufficient expertise to perform their role as a Board member
4. There is a clear separation of responsibilities at the very top leadership of the Company where the chairman is responsible for leading the Board in the development of policies and strategies of the organisation, while the MD is responsible for the day-to-day management of the Company
5. The decisions taken by the Board are based on the objectivity of each director, taken in the interest of the JUTC.
6. The chairman and MD shall see to it that the Management, in a timely manner, provides the Board and its committees information they need to properly function
7. Each member of the Board shall have access to the books and records of the company. Unless the charter of a committee states otherwise, Directors shall consult with the Board chairman, Company Secretary or both before exercising their rights under this provision
8. At least once yearly, the Board shall discuss its own activities and those of its individual members, the effectiveness of those activities and conduct an evaluation of its performance
9. Duties Regarding Nomination and Assessment of External Auditor The external auditor shall be appointed at the annual general meeting. The Board nominates a candidate for appointment to the annual general meeting following an open, transparent and competitive selection process. The audit committee shall advise the Board on such matters.

### **Board Meetings; Decision Making**

The Board shall meet with such frequency and at such times as it may determine:

1. Meetings of the Board are called by the chairman.
2. The quorum for meetings of the Board is seven (7)
3. Minutes must be prepared for every Board meeting and are to be signed by the chairman of the meeting and secretary and then added to the Company's records
4. Directors shall try to unanimously adopt resolutions. However, Directors are encouraged to voice dissenting opinions and views and record these in the minutes where unanimity cannot be attained.

### **Company Secretary**

1. The Company Secretary shall see to it that the Board follows correct procedures and complies with its obligations under law and the Company's Articles of Association.
2. The Company Secretary shall assist the chairman of the Board in organising the Board's activities including providing information, preparing agendas and minutes, evaluations and training programmes.
3. The Company Secretary is the secretary of the Board.