

PORTS OF JERSEY GENERAL COMMITTEE TERMS OF REFERENCE

1. Purpose

- 1.1. The purpose of this document is to outline the terms of reference that apply to each of the four Ports of Jersey Committees:
 - Audit and Risk Committee
 - Investment Committee
 - Nomination and Remuneration Committee
 - Harbour and Airport Authority Committee

2. Membership

- 2.1. The committee shall comprise at least three members. Members of the committee shall be appointed by the nomination committee in consultation with the chair of the relevant committee.
- 2.2. The committee shall comprise of at least three non-executive directors.
- 2.3. The Chief Executive and Chief Financial Officer shall be in attendance at meetings upon request.
- 2.4. Only members of the committee have the right to attend committee meetings. However, other individuals such as other directors, heads of function and representatives from the relevant function may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 2.5. External attendees will be invited to attend meetings of the committee when appropriate and necessary.
- 2.6. Appointments to the committee shall be for a term of up to three years, which may be extended for an additional two terms of up to three years each, provided the director still meets the criteria for membership of the committee which includes membership of the Board.
- 2.7. The board shall appoint the committee chair, who shall be an independent non-executive director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

3. Secretary

- 3.1. The company secretary or their nominee shall act as the secretary of the committee.

4. Quorum

- 4.1. The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the committee.

5. Notice of meetings

- 5.1. Meetings of the committee shall be called by the secretary of the committee at the request of any of its members if they consider it necessary.
- 5.2. 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

Owner: POJL Chair	Last Reviewed: January 2025
Approved By: POJL Board	Version: 1
Review Date for TORs: January 2026	Page 1 of 2

of the committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

6. Minutes of meetings

- 6.1. The secretary shall minute the proceedings of all meetings of the committee, including recording the names of those present and in attendance.
- 6.2. Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the board unless it would be inappropriate to do so.

7. Reporting responsibilities

- 7.1. The committee chair shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 7.2. The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 7.3. The committee shall produce a report on its activities to be included in the company's annual report.

8. Other matters

The committee shall

- 8.1. have access to sufficient resources in order to carry out its duties, including access to the Chief Financial Officer and company secretariat for assistance as required.
- 8.2. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members, if deemed necessary.
- 8.3. give due consideration to laws and regulations, as appropriate.
- 8.4. oversee any investigation of activities which are within its terms of reference.
- 8.5. arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference, to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

9. Authority

The committee is authorised

- 9.1. to seek any information, it requires from any employee of the company in order to perform its duties.
- 9.2. to obtain, at the company's expense, outside legal or other professional advice on any matter within its terms of reference.
- 9.3. to call any employee to be questioned at a meeting of the committee as and when required.

Owner: POJL Chair	Last Reviewed: January 2025
Approved By: POJL Board	Version: 1
Review Date for TORs: January 2026	Page 2 of 2