

Qatar National Cement Company (Q.S.C.)



Corporate Governance Project

Job Descriptions for Qatar National Cement Company's Board of Directors

FINAL
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INTRODUCTION

Qatar National Cement Company's existing Board of Directors consists of eight (8) members including the Chairman and the Vice Chairman.

This report provides the descriptions related to the roles of the Board Members in the Board and Board Committees. One member can have multiple roles and the specific member's Job Description can be developed by combining the applicable roles. The roles discussed in this document are:

- A. Board Chairman
- B. Board Vice Chairman
- C. Managing Director
- D. Board Member (D1 – Executive, D2 – Non-Executive)
- E. Audit Committee Members (at least 3 non-executive members, majority should be independent)
- F. Remuneration Committee Members (at least 3 non-executive members, majority should be independent)
- G. Nomination and Governance Committee Members (independent board members)



JOB ROLES AND DESCRIPTIONS

ROLE DESCRIPTION: A

ORGANIZATIONAL CONTEXT

Title	Chairman, Qatar National Cement Company Board
Job Holder Name	
Reporting to	Qatar National Cement Company's Shareholders

SCOPE

Supervision: (Number of subordinates reporting to the incumbent)	Direct:	General Manager
	Indirect:	All Board Members Board Secretary

JOB CONTENT

Role Objective

To be accountable to the shareholders of Qatar National Cement Company, to lead the Company in achieving its vision, and to provide its shareholders with sustainable gains. To lead the Board and oversee the effectiveness of all aspects of its role and setting its agenda. He may delegate specific duties to the Board Members and/or committees, and General Manager or his deputy or one of his assistants as appropriate.



Qatar National Cement Company Board of Directors Job Descriptions

Detailed Roles and Responsibilities

- Lead the Board to provide the strategic direction to Qatar National Cement Company. Partner with the General Manager in achieving the Company's vision and objectives.
- Coordinate regularly with the General Manager to obtain and retain the necessary financial and human resources to achieve Qatar National Cement Company's goals and objectives. Monitor the Company's performance and periodic updates provided by the General Manager and offer recommendations in light of the approved plans.
- Keep the Board focused on governance, and away from management and operational duties. This responsibility flows from a clear conception of the Board's broad objective, to govern the Company within its defined role. With this definition in mind, the Chairman must make sure that the Board stays focused on the issues falling within its own domain, and not on those properly assigned to the management.
- Develop a thoughtful perspective on what specific issues should come to the Board, and reach agreement with the General Manager regarding the same.
- Involve extensively in long-term strategy formulation. Take on some degree of explicit responsibility for the development of a long-term strategic perspective for Qatar National Cement Company, in parallel with the Board's collective role.
- Represent Qatar National Cement Company externally in key initiatives such as efforts to access new markets, or key negotiations on important deals for the Company.
- Review and recommend improvements related to strategic initiatives, annual budgets, new business ventures and key investments and divestitures.
- Lead the periodic Board reviews on Qatar National Cement Company subsidiaries' (if any) vision, mission and strategy, and guide respective Boards to adopt strategic planning process.
- Meet with Board Members periodically to discuss governance aspects of Qatar National Cement Company.
- Maintain sufficient contact with major shareholders to understand their issues and concerns and make sure that the same are duly communicated to the Board as a whole.
- Lead the Board in adopting Qatar National Cement Company's organizational structure and defining the tasks, duties, responsibilities, relationships and dependencies between different administrative levels.
- Sign/ countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of Qatar National Cement Company.
- Represent the Company in courts of justice.
- Ensure that Qatar National Cement Company maintains positive and productive relationships with media, government ministries, regulators and other organizations. In this capacity, the Chairman serves as a primary spokesperson for the Company. Duties may include:
 - Represent the Company in the media;
 - Represent the Company in dealings with regulatory bodies and industry associations;
 - Oversee reporting of financial statements, relevant information and disclosures to the required regulatory bodies in a timely manner; and
 - Report Board decisions and actions to members and shareholders.
- Assist the Board Committees for their effective functioning. Board effectiveness will be greatly enhanced through appropriate delegation to, and membership of, Board Committees. Requirements arising out of International Financial Reporting Standards (IFRS) and the rules of the stock exchanges set baselines for what the Audit, Nomination and Governance and



Qatar National Cement Company Board of Directors Job Descriptions

Remuneration Committees must do. Beyond these requirements, the Chairman must work with Committee chairs to ensure that:

- An appropriate amount of work is allocated to each Board Committee so that there is no duplication of effort and all aspects are adequately covered;
 - The Committees are functioning effectively;
 - Their membership is appropriate; and
 - The full Board is kept properly apprised of actions taken by each Committee.
- Lead Board discussions. As the bulk of the contributions made by Board Members occur at Board meetings, it is essential that the Chairman leads these meetings to deal with all issues on the agenda, and also in a manner that unlocks the value that each Board Member is capable of contributing.
 - Take an active interest in ensuring that the right people are selected as Board Members, that they complement each other and function well as a group, and that there are sound mechanisms for evaluating the performance of individual Board Members, and the Board as a whole, at least annually.
 - Communicate concerns about Board Member's performance to the individual in question; but it should be clear that what the Chairman is conveying is the product of a well-designed process, and not his own personal judgment about that individual.
 - Ensure that structures and procedures are in place for effective recruitment, training, and evaluation of Managing Director, General Manager, key executives and representatives of Qatar National Cement Company.
 - Chair the Annual General Assembly and Extraordinary Assemblies. Although the greatest shareholder interest is typically in what the General Manager and Head of Finance and Administration have to say about the Company's performance and prospects, the Chairman has the overall responsibility of conducting the meeting.
 - Oversee that the Board is properly carrying out the delegated responsibilities in accordance with the Board Terms of Reference.
 - Assist the Board Members to continually update their skills and the knowledge required to fulfill their roles both on the Board and the Board Committees.
 - Shape the Annual Board Calendar and Meeting Agendas. The Chairman should oversee the planning of the Annual Board Calendar, including the scheduling of meetings and the substantive allocation of recurring topics, such as earnings releases and periodic reporting to shareholders, General Manager' succession planning, detailed strategy discussions, and annual budget and operating plan reviews. Keying off the annual calendar, the Chairman should play a leading role, consulting with the other Board Members, in producing the agendas for each BOD meeting, and in reviewing the agendas developed for Committee meetings by their chairs.
 - Approve the General Assembly invitations and publications (i.e., newspaper advertisements and invitation sent to shareholders) and oversee the timely circulation of the same to authorities and shareholders.
 - Ensure that the decisions taken in Extraordinary Meetings are published if they include any amendments to the Company statute, following the applicable regulations.
 - Ensure that Board Members receive appropriate and timely information from Management. The reports should provide not only historical information but also data about competitor actions, customer reactions, financial and business plans and forecasts which should be circulated in advance.



Qatar National Cement Company Board of Directors Job Descriptions

KEY INTERACTIONS

Internal	External
<ul style="list-style-type: none"> • Board Members • Board Committees • Qatar National Cement Company General Manager and Executive Management • Related entity representatives 	<ul style="list-style-type: none"> • Government and semi-governmental Institutions and Authorities and other entities • Consultants • External Audit ors • Journalists, Media and Press Agencies • Shareholders • Customers and other Stakeholders

CRITERIA, COMPETENCIES, KNOWLEDGE AND EXPERIENCE

(Selection criteria, knowledge, and experience needed for the satisfactory performance of the job)

Qualifications

- Age shall not be less than twenty one (21) years.
- Has not been convicted of a felony, an act of dishonesty, breach of trust or any of the crimes referred to in Article (324) and Article (325) of the QCCL No. 05. If the person has been rehabilitated, this is not applicable.
- Should be a holder of the minimum limit of shares in accordance with the Articles of Association of the Company as a condition to be nominated for Board membership and shares should be assigned as security for the rights of the Company, shareholders, creditors and third parties against the responsibilities assumed by the member in accordance with Article 24 in the Articles of Association.
- Board Member, with the exception of shareholders who represent the government or own at least 10% of shares, should not be a member in more than 3 Company Boards each having its principal place of business in Qatar or be a Chairman/ Vice Chairman in more than 2 Company Boards. In any case, the member should not be part of management in more than one company having its principal business in the State of Qatar and can not be a board representative in two companies of similar activities.
- Possess the knowledge and skills required to provide leadership by setting the vision, principles, values and strategy, and to supervise Board and Qatar National Cement Company's Management to work towards maximization of shareholder wealth.
- Ability to commit time and exert effort necessary to fulfill all Board Chairman's responsibilities, including review of required reports, assessment of relevant performance and attendance to meetings.

Behavioral Competencies

- Business Acumen
- Communication
- Decision Making
- Leadership

Technical Competencies

- Advisory & Consultation
- Business Planning
- Organizational Development
- Strategy Development & Articulation



**Qatar National Cement Company
Board of Directors Job Descriptions**

- Managing Interpersonal Conflicts
- Resolving Problems
- Commitment
- Honesty and Integrity

Reviewed By:

Date: /... .. /.....

Approved By:

Date: /... .. /.....

Job Holder:

Date: /... .. /.....



ROLE DESCRIPTION: B

ORGANIZATIONAL CONTEXT

Title	Vice Chairman, Qatar National Cement Company Board
Job Holder Name	
Reporting to	Qatar National Cement Company's Shareholders Administrative reporting to the Board Chairman

SCOPE

Supervision: (Number of subordinates reporting to the incumbent)	Direct:	Not Applicable
	Indirect:	Board Secretary

JOB CONTENT

Role Objective

This position is the successor to the Board Chairman position in case of absence.

Work closely with the Chairman in developing and overseeing the execution of the Company's strategies. Perform other responsibilities delegated by the Chairman.



Qatar National Cement Company Board of Directors Job Descriptions

Detailed Roles and Responsibilities

In addition to the Board Member's responsibilities described in role D1 and D2, the following responsibilities are assumed by the Vice Chairman of the Board:

- Perform the Chairman's responsibilities when the Chairman is not available. This is applicable for Board meetings and authorizing and signing of documents.
- Involve closely with the Chairman in the development and the implementation of Qatar National Cement Company's strategies and objectives.
- Perform other responsibilities delegated by the Chairman.

KEY INTERACTIONS

Internal	External
<ul style="list-style-type: none"> • Board Chairman • Board Members • Board Committees • Qatar National Cement Company General Manager and Executive Management 	<ul style="list-style-type: none"> • Government and semi-governmental Institutions and Authorities and other entities • Consultants • External Audit ors • Journalists, Media and Press Agencies • Shareholders • Customers and other Stakeholders

CRITERIA, COMPETENCIES, KNOWLEDGE AND EXPERIENCE

(Selection criteria, knowledge, and experience needed for the satisfactory performance of the job)

Qualifications

- Age shall not be less than (21) years.
- Has not been convicted of a felony, an act of dishonesty, breach of trust or any of the crimes referred to in Article (324) and Article (325) of the QCCL No. 05. If the person has been rehabilitated this is not applicable.
- Should be a holder of the minimum limit of shares in accordance with the Articles of Association of the Company as a condition to be nominated for Board membership and shares should be assigned as security for the rights of the Company, shareholders, creditors and third parties against the responsibilities assumed by the member in accordance with Article 24 in the Articles of Association.
- Board Member, with the exception of shareholders who represent the government or own at least 10% of shares, should not be a member in more than 3 Company Boards each having its principal place of business in Qatar or be a Chairman/ Vice Chairman in more than 2 Company Boards. In any case, the member should not be part of management in more than one company having its principal business in the State of Qatar and can not be a board representative in two companies of similar activities.



Qatar National Cement Company Board of Directors Job Descriptions

- Possess the knowledge and skills required to provide leadership by setting the vision, principles, values and strategic plan, and to supervise Board and Qatar National Cement Company's Management to work towards the maximization of shareholder wealth.
- Ability to commit time and exert effort necessary to fulfill all Board Vice Chairman's responsibilities, including review of required reports, assessment of relevant performance and attendance to meetings.

Behavioral Competencies

- Business Acumen
- Communication
- Decision Making
- Leadership
- Managing Interpersonal Conflict
- Resolving Problems
- Commitment
- Honesty and Integrity

Technical Competencies

- Advisory & Consultation
- Business Planning
- Organizational Development
- Strategy Development & Articulation

Reviewed By: _____ Date: /... .. /.....

Approved By: _____ Date: /... .. /.....

Job Holder: _____ Date: /... .. /.....



ROLE DESCRIPTION: C

ORGANIZATIONAL CONTEXT	
Title / Role	Managing Director, Qatar National Cement Company Board
Job Holder Name	
Reporting to	Qatar National Cement Company's Shareholders Administrative reporting to the Board Chairman

SCOPE		
Supervision: (Number of subordinates reporting to the incumbent)	Direct:	General Manager
	Indirect:	Board Secretary

JOB CONTENT
Role Objective
To oversee the fulfillment of the strategic objectives of the Company, to act as the intermediary between Management and the Board, and to ensure that business processes are aligned with shareholder interests.



Qatar National Cement Company Board of Directors Job Descriptions

Detailed Roles and Responsibilities

- Attend and actively participate in Committee meetings.
- Supervise the implementation of the Board resolutions in accordance with Qatar National Cement Company's strategy and objectives.
- Ensure that Qatar National Cement Company operates within the budget approved by the Board.
- Ensure that the Board receives timely, accurate and complete information to enable sound decision making, effective monitoring and advising.
- Sign/ countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of Qatar National Cement Company.
- Supervise the implementation of strategic initiatives and investments within delegated authority.
- Approve investments, credit facilities and expenditures within delegated authority by the Board.
- Oversee the implementation of key initiatives within Qatar National Cement Company in coordination with the General Manager and Executive Management.
- Provide the Board and the Board Committees with required reports and disclosures in a timely manner for review and approval.
- Update the Board with periodic reports on Qatar National Cement Company performance and activities.
- Actively provide input to Board activities, as stipulated in the Board of Directors' Terms of Reference.
- Participate in various Board Level Committees.
- Perform any additional responsibility entrusted by the Board/ the Board Chairman.

KEY INTERACTIONS

Internal	External
<ul style="list-style-type: none"> • Board Chairman and Members • Board Committees • Qatar National Cement Company General Manager • Qatar National Cement Company Executive Management 	<ul style="list-style-type: none"> • Government and semi-governmental Institutions and Authorities and other entities • Consultants • Internal Audit or • External Audit ors • Journalists, Media and Press Agencies • Shareholder(s) • Other Business Partners



CRITERIA, COMPETENCIES, KNOWLEDGE AND EXPERIENCE

(Selection criteria, knowledge, and experience needed for the satisfactory performance of the job)

Qualifications

- Age shall not be less than twenty one (21) years.
- Has not been convicted of a felony, an act of dishonesty, breach of trust or any of the crimes referred to in Article (324) and Article (325) of the QCCL No. 05. If the person has been rehabilitated this is not applicable.
- Should be a holder of the minimum limit of shares in accordance with the Articles of Association of the Company as a condition to be nominated for Board membership and shares should be assigned as security for the rights of the Company, shareholders, creditors and third parties against the responsibilities assumed by the member in accordance with Article 24 in the Articles of Association.
- Board Member, with the exception of shareholders who represent the government or own at least 10% of shares, should not be a member in more than 3 Company Boards each having its principal place of business in Qatar or be a Chairman/ Vice Chairman in more than 2 Company Boards. In any case, the member should not be part of management in more than one company having its principal business in the State of Qatar and can not be a board representative in two companies of similar activities.
- Possess the knowledge and skills required to support in setting the vision, principles, values and strategic plan, and to provide value adding and objective insight to Qatar National Cement Company's operations.
- Ability to commit time and exert effort necessary to fulfill all Board-member responsibilities including review of required reports, assessment of relevant performance and attendance to meetings.

Behavioral Competencies

- Business Acumen
- Communication
- Leadership
- Work as a team member
- Resolving Problems
- Good Interpersonal skills
- Commitment
- Honesty and Integrity
- Objectivity

Technical Competencies

- Advisory & Consultation
- Business Planning
- Organizational Development
- Strategy Development & Articulation
- Knowledge on Investments

Reviewed By: _____ Date: /... .. /.....

Approved By: _____ Date: /... .. /.....

Job Holder: _____ Date: /... .. /.....



ROLE DESCRIPTION: D1

ORGANIZATIONAL CONTEXT

Title / Role	Executive Board Member, Qatar National Cement Company Board
Job Holder Name	
Reporting to	Qatar National Cement Company's Shareholders Full Board

SCOPE

Supervision: (Number of subordinates reporting to the incumbent)	Direct:	Management Level Chiefs
	Indirect:	Board Secretary

JOB CONTENT

Role Objective

To oversee the fulfillment of the Company's mission as it is aligned with the strategic plan. To bring in knowledge and details of the business activities and performance, and to provide detailed information regarding the company's operations to the full Board.



Detailed Roles and Responsibilities

- Attend and actively participate in Committee meetings.
- Supervise the implementation of the Board resolutions in accordance with Qatar National Cement Company's strategy and objectives.
- Lead and supervise overall performance and operations of Qatar National Cement Company to achieve the goals and objectives developed/ set by the Board.
- Ensure that Qatar National Cement Company operates within the budget approved by the Board.
- Oversee the implementation of a system of internal control framework across Qatar National Cement Company and maintain sound operational and financial practices.
- Direct Qatar National Cement Company to be compliant with all applicable international and local regulations.
- Ensure the integrity of financial information and that financial controls and systems of risk management within the Company are robust and defensible.
- Ensure that the Board receives timely, accurate and complete information to enable sound decision making, effective monitoring and advising.
- Provide the Board and the Board Committees with required reports and disclosures in a timely manner for review and approval.
- Actively provide input to Board activities, as stipulated in the Board of Directors' Terms of Reference.
- Ensure that all divisions/ departments fully cooperate with the External or Internal Audit.
- Organize and provide administrative and logistical support for the Board and the Board Committee activities.
- Perform any additional responsibility entrusted by the Board/ the Board Chairman.

KEY INTERACTIONS

Internal	External
<ul style="list-style-type: none"> • Board Chairman and Members • Board Committees • Qatar National Cement Company Executive Management 	<ul style="list-style-type: none"> • Government and semi-governmental Institutions and Authorities and other entities • Consultants • Internal Audit or • External Audit ors • Journalists, Media and Press Agencies • Shareholder(s) • Other Business Partners



CRITERIA, COMPETENCIES, KNOWLEDGE AND EXPERIENCE

(Selection criteria, knowledge, and experience needed for the satisfactory performance of the job)

Qualifications

- Age shall not be less than twenty one (21) years.
- Has not been convicted of a felony, an act of dishonesty, breach of trust or any of the crimes referred to in Article (324) and Article (325) of the QCCL No. 05. If the person has been rehabilitated this is not applicable.
- Should be a holder of the minimum limit of shares in accordance with the Articles of Association of the Company as a condition to be nominated for Board membership and shares should be assigned as security for the rights of the Company, shareholders, creditors and third parties against the responsibilities assumed by the member in accordance with Article 24 in the Articles of Association.
- Board Member, with the exception of shareholders who represent the government or own at least 10% of shares, should not be a member in more than 3 Company Boards each having its principal place of business in Qatar or be a Chairman/ Vice Chairman in more than 2 Company Boards. In any case, the member should not be part of management in more than one company having its principal business in the State of Qatar and can not be a board representative in two companies of similar activities.
- Possess the knowledge and skills required to lead and supervise Qatar National Cement Company's Management and employees to work towards sustainable growth and returns.
- Ability to commit time and exert effort necessary to fulfil all Board-member responsibilities (including review of required reports, assessment of relevant performance and attendance to meetings), in addition to the day-to-day management responsibilities.
- Experience in management of organizations in similar industry of similar size and complexity.

Behavioral Competencies

- Business Acumen
- Communication
- Decision Making
- Leadership
- Resolving Problems
- Commitment
- Honesty and Integrity
- Managing Interpersonal Conflicts

Technical Competencies

- Advisory & Consultation
- Business Planning
- Organizational Development
- Strategy Development & Articulation
- Investment Portfolio Management
- Organizational Management
- Operational Excellence



**Qatar National Cement Company
Board of Directors Job Descriptions**

Reviewed By: Date: /...../.....

Approved By: Date: /...../.....

Job Holder: Date: /...../.....



ROLE DESCRIPTION: D2

ORGANIZATIONAL CONTEXT

Title / Role	Non-Executive Board Member, Qatar National Cement Company Board
Job Holder Name	
Reporting to	Qatar National Cement Company's Shareholders Administrative reporting to Board Chairman

SCOPE

Supervision: (Number of subordinates reporting to the incumbent)	Direct:	Not Applicable
	Indirect:	Board Secretary

JOB CONTENT

Role Objective

To bring in objectivity and improved governance to the Board, safeguarding Qatar National Cement Company shareholders' interest. To constructively challenge the Company strategies and performance and act as custodians of the governance process.



Detailed Roles and Responsibilities

- Attend and actively participate in Board activities and Board meetings stipulated in the Board of Directors' Terms of Reference.
- Assist in Qatar National Cement Company's strategic planning and business planning process and constructively challenge and develop proposals on strategy.
- Review Qatar National Cement Company's performance periodically and scrutinize the performance of management in achieving agreed goals and objectives.
- Review the integrity of financial information and monitor that financial controls and systems of risk management are robust and defensible.
- Spearhead the development of Qatar National Cement Company's Corporate Governance policies and monitor compliance to the same.
- Assist the Board in properly addressing the points raised by the External Audit or's report.
- Ensure that Company and shareholder interests are adequately safeguarded, especially in conflict of interest situations, if the Board members and Executives demonstrate any conflicts.
- Be available to shareholders if they have concerns which have not or cannot be resolved through contact with the Chairman and the General Manager.
- Act as a medium for the communication of shareholder concerns to the Board when other channels of communication are inappropriate.
- Perform any additional responsibility entrusted by the Board/ Board Chairman.
- Be collectively responsible for the Board decisions and actions.

In addition to the above, in case the Non-Executive Board Members is Independent he/she will also perform the following:

- Participate in various Committees including the Audit Committee, Remuneration Committee and Nomination and Governance Committee.

KEY INTERACTIONS

Internal	External
<ul style="list-style-type: none"> • Board Chairman and Members • Board Committees • Qatar National Cement Company Executive Management 	<ul style="list-style-type: none"> • Consultants • External Audit ors • Government and semi-governmental Institutions and Authorities and other entities • Local Authorities • Shareholders



CRITERIA, COMPETENCIES, KNOWLEDGE AND EXPERIENCE

(Selection criteria, knowledge, and experience needed for the satisfactory performance of the job)

Qualifications

- Age shall not be less than twenty one (21) years.
- Has not been convicted of a felony, an act of dishonesty, breach of trust or any of the crimes referred to in Article (324) and Article (325) of the QCCL No. 05. If the person has been rehabilitated this is not applicable.
- Should be a holder of the minimum limit of shares in accordance with the Articles of Association of the Company as a condition to be nominated for Board membership and shares should be assigned as security for the rights of the Company, shareholders, creditors and third parties against the responsibilities assumed by the member in accordance with Article 24 in the Articles of Association.
- Possess the knowledge and skills required to provide objective insight to Qatar National Cement Company's operations.
- Ability to commit time and exert effort necessary to fulfill all Board-member responsibilities including review of required reports, assessment of relevant performance and attendance to meetings.

Behavioral Competencies

- Business Acumen
- Communication
- Leadership
- Work as a team member
- Resolving Problems
- Good Interpersonal skills
- Commitment
- Honesty and Integrity
- Objectivity

Technical Competencies

- Advisory & Consultation
- Business Planning
- Organizational Development
- Strategy Development & Articulation
- Knowledge on Investments

Reviewed By: _____ Date: /... .. /.....

Approved By: _____ Date: /... .. /.....

Job Holder: _____ Date: /... .. /.....



ROLE DESCRIPTION : E

ORGANIZATIONAL CONTEXT	
Title / Role	Audit Committee Member
Job Holder Name	
Reporting to	Qatar National Cement Company's Shareholders Administrative reporting to Board Chairman

SCOPE		
Supervision: (Number of subordinates reporting to the incumbent)	Direct:	Head of Internal Audit Committee Secretary (in case of chairman)
	Indirect:	Committee Secretary (in case of normal member)

JOB CONTENT
Role Objective
To assist the Board in providing an independent and objective review regarding the following functions : <ul style="list-style-type: none">• All control systems;• Compliance with relevant laws and regulations;• Risk management processes; and• Accuracy and integrity of financial statements.



Detailed Roles and Responsibilities

- Attend and actively participate in Committee meetings.
- Review Qatar National Cement Company's accounting principles, standards and practices. At least annually, review Qatar National Cement Company's Finance and Accounting policies and provide comments and recommendations.
- Review Qatar National Cement Company's annual and interim financial statements, and consider whether they are complete and in accordance with the regulatory requirements and standards. Also, assess the subjective aspects and unusual variations in the financial statements for their integrity.
- Coordinate with Executive Management and related Management Committees to set criteria and measurements to assess financial and operational controls of Qatar National Cement Company.
- Review and approve the Risk Management framework including measures to identify risks, roles and responsibilities of the risk function and reporting / escalating channels related to risks.
- Oversee the development and implementation processes to identify, assess and manage Qatar National Cement Company's risk exposure under all risk types (e.g. Market, Credit, Operational, Financial, Reputational Risks... etc.)
- Obtain information on operating and financial controls regularly to determine if controls are functioning effectively. Provide assistance and recommendations to the management to improve internal controls and risk mitigation.
- Review and provide input to Audit Committee approvals on internal Audit function regarding the Internal Audit Charter, plans, activities, staffing, remuneration and organizational structure.
- Review the quarterly reports provided by Internal Auditors and coordinate resolution of any disagreements between management and Internal Auditors.
- Review results of the audit and issues raised by External Auditors and assist Management to resolve the issues. Review and discuss any significant disagreements between the Company's External Auditors and Management regarding financial reporting.
- Participate in the development of whistle-blowing procedures and review adherence to professional conduct guidelines across Qatar National Cement Company.
- Take part in inquiries related to non-compliance and fraud, and approve/ recommend a disciplinary and/or litigation action.
- Follow and propose improvements to the established procedures for the receipt, retention and treatment of complaints received by the Audit Committee regarding accounting, accounting controls, auditing and financial reporting matters. These include the confidential and anonymous submissions as well as the employee complaints on related concerns.
- Participate in the development and implementation of External Audit policy. Contribute to the assessment of independence and objectivity of External Auditors.
- Review and approve the appointment, replacement or dismissal of the Audit personnel and propose External Auditors and their wages to the full Board for the presentation to the General Assembly for shareholders' approval.
- Review the effectiveness of the system for monitoring compliance with applicable laws and regulations.
- Review and discuss reports pertaining to the Company's compliance with regulatory requirements.
- Review management proposals on methods of adopting the required changes to Qatar National Cement Company practices, in case there are changes to accounting standards, principles



Qatar National Cement Company Board of Directors Job Descriptions

applicable to Qatar National Cement Company.

- Review and provide recommendations regarding press releases on earnings.
- Be collectively responsible for the Committee decisions and actions.

In addition to the responsibilities above, the Audit Committee Chairman has the following responsibilities:

- Provide leadership to the Audit Committee and exercise powers on behalf of the Audit Committee.
- Hold meetings as per the Audit Committee Terms of Reference and call for meetings accordingly.
- Provide adequate opportunity to all members to express their concerns, ideas and oversee the members' participation in the discharge of the duties of the Audit Committee.
- Communicate Audit Committee's deliberations, decisions and issues to the full Board.
- Evaluate the quality and competencies of the Audit Committee members.

KEY INTERACTIONS

Internal	External
<ul style="list-style-type: none"> • Board Chairman and Members • Board Committees • Internal Audit Function • Compliance and Risk Function • Qatar National Cement Company Executive Management 	<ul style="list-style-type: none"> • Consultants • External Audit ors • Government and semi-governmental Institutions and Authorities and other entities • Local Authorities • Shareholders

CRITERIA, COMPETENCIES, KNOWLEDGE AND EXPERIENCE

(Selection criteria, knowledge, and experience needed for the satisfactory performance of the job)

Qualifications

- A non-executive member of Qatar National Cement Company's Board of Directors. In case of the Audit Committee Chairman, he should be independent.
- Knowledge on accounting standards and practices, finance and risk management.
- Ability to commit time and exert effort necessary to fulfil all Audit Committee member's responsibilities including the review of required reports, assessment of relevant performance and attendance to meetings.
- Members should not be working or should not have worked with the external auditors of the Company during the last two years.

Behavioral Competencies

- Business Acumen

Technical Competencies

- Advisory & Consultation



**Qatar National Cement Company
Board of Directors Job Descriptions**

- Communication
- Leadership
- Analytical Skills
- Commitment
- Honesty and Integrity

- Business Planning
- Organizational Development
- Strategy Development & Articulation
- Financial and Risk Management

Reviewed By:

Date: /... .. /.....

Approved By:

Date: /... .. /.....

Job Holder:

Date: /... .. /.....



ROLE DESCRIPTION : F

ORGANIZATIONAL CONTEXT	
Title / Role	Remuneration Committee Member
Job Holder Name	
Reporting to	Qatar National Cement Company's Shareholders Administrative reporting to Board Chairman

SCOPE		
Supervision: (Number of subordinates reporting to the incumbent)	Direct:	Committee Secretary (in case of chairman)
	Indirect:	Committee Secretary (in case of member)

JOB CONTENT
Role Objective
To assist the Board in: <ul style="list-style-type: none">• Developing and monitoring the implementation of the long term strategy for Qatar National Cement Company, brand, vision and values and the annual business plans and budget.• Developing the remuneration structure and policies for the Board of Directors and the key executives of Qatar National Cement Company.• Developing the Company's organizational structure and the grading and compensation system of the Company.



Detailed Roles and Responsibilities

- Attend and actively participate in Committee meetings.
- Participate in the development of a remuneration policy and structure for Qatar National Cement Company's Board Members and key executives and recommend the policy to the full Board for presentation and approval of the shareholders during the General Assembly meeting.
- Review Qatar National Cement Company's long term objectives and strategies and review Board Members and key executives performance measurements to confirm the alignment of the Company strategy to the set Key Performance Indicators (KPIs).
- Participate in the annual evaluation of the General Manager and other Executive Management's performance against such established long term corporate goals and objectives, and report its findings to the Board.
- Participate in setting the compensation level of the General Manager and other key executives based on the Committee's evaluation of the individual performance in light of the set KPIs.
- Review and approve the employment related policies developed by the Management, including the terms of employment, scope of pension arrangements, basis of bonus and bonus awards and terms for cessation of employment for the General Manager and other Executive Management positions.
- Determine the terms of any compensation package in the event of an early-agreed termination of contracts of Board Members and key executives.
- Participate in setting incentive compensation plans and equity-based compensation plans.

In addition to the responsibilities above, the Committee Chairman is responsible for the following:

- Provide leadership to the Committee and exercise power on behalf of the Committee.
- Recommend the developed remuneration structure to the Board and coordinate with the Board Chairman in presenting the same at the General Assembly for shareholders' approval.
- Ensure that the Committee members are updated on the current leading practices and standards in setting up remuneration policies and structures.
- Conduct Committee meetings as per the Committee's Terms of Reference.
- Provide adequate opportunity to all members to express their concerns, ideas and oversee all members' participation in the discharge of the duties of the Committee.
- Conduct the self evaluation of the Committee annually, evaluate the quality and competencies of the Committee members and assist members to improve their performance and knowledge.
- Be collectively responsible for the Committee decisions and actions.

KEY INTERACTIONS

Internal	External
<ul style="list-style-type: none"> • Board Chairman and Members • Qatar National Cement Company Executive Management 	<ul style="list-style-type: none"> • Consultants • Government Institutions • Local Authorities • Shareholders



CRITERIA, COMPETENCIES, KNOWLEDGE AND EXPERIENCE

(Selection criteria, knowledge, and experience needed for the satisfactory performance of the job)

Qualifications

- Thorough knowledge and understanding on performance related compensation structures and market norms.
- Ability to commit time and exert effort necessary to fulfill all Committee-member responsibilities including review of required reports, assessment of relevant performance and attendance to meetings.

Behavioral Competencies

- Business Acumen
- Communication
- Leadership
- Analytical Skills
- Good Interpersonal skills
- Commitment
- Honesty and Integrity

Technical Competencies

- Advisory & Consultation
- Business Planning
- Organizational Development
- Strategy Development & Articulation
- Performance evaluation
- Compensation Structuring

Reviewed By:

Date: /... .. /.....

Approved By:

Date: /... .. /.....

Job Holder:

Date: /... .. /.....



ROLE DESCRIPTION : G

ORGANIZATIONAL CONTEXT	
Title / Role	Nomination and Governance Committee Member
Job Holder Name	
Reporting to	Qatar National Cement Company's Shareholders Administrative reporting to Board Chairman

SCOPE		
Supervision: (Number of subordinates reporting to the incumbent)	Direct:	Committee Secretary (in case of chairman)
	Indirect:	Committee Secretary (in case of member)

JOB CONTENT
Role Objective
To assist the Board in the identification and evaluation of suitable candidates to the Board and provide objective self evaluation of Board Members for re-election and performance improvement. To assist Board in identifying and resolving governance non-compliance issues.



Qatar National Cement Company Board of Directors Job Descriptions

Detailed Roles and Responsibilities

- Attend and actively participate in the Nomination and Governance Committee meetings.
- Provide recommendations concerning the appropriate size and composition of Qatar National Cement Company's Board and also the composition and functions of the Board Committees. The Board Terms of Reference should be referred to for the guidance on the composition and functions of the Board.
- Develop the Board and Committees' composition and functions for Qatar National Cement Company.
- Be familiar with applicable bylaws and QFMA standards for Board Members, establish additional criteria for selecting new Board Members, and develop a transparent process for nominating candidates to the Board.
- Search and identify candidates for Qatar National Cement Company's Board according to set criteria and qualifications. Contact and seek assistance of third parties / agencies to identify candidates.
- Set standards, criteria and qualification requirements to select key executives of Qatar National Cement Company.
- Participate and provide constructive feedback in the Board Members' annual performance evaluations and in nominating Qatar National Cement Company Board Members for re-election.
- Conduct an annual self-evaluation of the performance of the Board, including its effectiveness and compliance with its Terms of Reference.
- Be collectively responsible for the Committee decisions and actions.
- Review and assess on a periodic basis any changes to international and local corporate governance practices that could have an impact on how the company operates and manages its governance policies. Eventually, recommend any changes thereto to the full Board of Directors

In addition to the responsibilities above, the Nomination and Governance Committee Chairman is responsible for the following:

- Provide leadership to the Nomination and Governance Committee and exercise powers on behalf of the Committee.
- Accept and coordinate Board member nominations presented by shareholders.
- Design and perform the Board member election process in an impartial and proper manner. Lead the Board Member voting process at the General Assembly Meeting.
- Conduct the Nomination and Governance Committee meetings as per the Committee's Terms of Reference.
- Provide adequate opportunity to all members to express their concerns, ideas and participate in the discharge of the duties of the Committee.
- Communicate Nomination and Governance Committee's deliberations, decisions and issues to the full Board. Discuss the final report on annual evaluation of the Board Members with the Board Chairman.
- Evaluate the quality and competencies of the Nomination and Governance Committee members and assist members to improve their knowledge and performance.



**Qatar National Cement Company
Board of Directors Job Descriptions**

KEY INTERACTIONS

Internal	External
<ul style="list-style-type: none"> • Board Chairman and Members • Qatar National Cement Company Executive Management 	<ul style="list-style-type: none"> • Consultants • Government and semi-governmental Institutions and Authorities and other entities • Shareholders

CRITERIA, COMPETENCIES, KNOWLEDGE AND EXPERIENCE

(Selection criteria, knowledge, and experience needed for the satisfactory performance of the job)

Qualifications

- Should be an independent / non-executive member of the Qatar National Cement Company Board of Directors.
- Thorough knowledge and understanding on skills and experiences required by individuals to serve Qatar National Cement Company's Board and the Boards across Qatar National Cement Company's subsidiaries.
- Ability to commit time and exert effort necessary to fulfill all Committee-member responsibilities including search for new candidates for Boards, review of required reports, assessment of relevant performance and attendance to meetings.

Behavioral Competencies

- Business Acumen
- Communication
- Leadership
- Analytical Skills
- Good Interpersonal skills
- Commitment
- Honesty and Integrity

Technical Competencies

- Advisory & Consultation
- Business Planning
- Performance Management and Evaluation

Reviewed By: _____ Date: /... .. /.....

Approved By: _____ Date: /... .. /.....

Job Holder: _____ Date: /... .. /.....