



**BOARD NOMINATIONS, COMPENSATION AND GOVERNANCE COMMITTEE
OF THE NIGERIA SOVEREIGN INVESTMENT AUTHORITY**



Version Control

Approvals

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Version

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1.0	Ezinwa Okoroafor	February 2025	New Policy
2.0	Ezinwa Okoroafor	September 2025	First Policy Review- Transfer of certain responsibilities to the Subsidiary Oversight Committee



GLOSSARY OF TERMS

Term	Meaning
Authority or NSIA	Nigeria Sovereign Investment Authority
Board	The Board of Directors of NSIA
CEO	Chief Executive Officer of NSIA
Chair	Chair of the Board Nominations, Compensation and Governance Committee
Chairman	Chairman of the Board of Directors of NSIA
CIO	Chief Investment Officer of NSIA
Committee	The Board Nominations, Compensation and Governance Committee
General Counsel or GC	The Authority's General Counsel
Group	The Authority and its subsidiaries
Management or Executive Management	The Executive Management team of NSIA comprising its CEO and the Executive Director(s)
Unit	Any business unit of the Authority



BOARD NOMINATIONS, COMPENSATION AND GOVERNANCE COMMITTEE OF THE NIGERIA SOVEREIGN INVESTMENT AUTHORITY

Nominations, Compensation and Governance Committee Charter (the "Charter")

A. INTRODUCTION

This document outlines the purpose and procedures of the Nominations, Compensation and Governance Committee (the "Committee") of the Board of Directors ("Board") of the Nigeria Sovereign Investment Authority ("NSIA" or "Authority").

B. AUTHORITY AND PURPOSE

1. This Charter sets out the delegated authority of the Committee to carry out the responsibilities established for it by the Board and on behalf of the Board as articulated within this Charter.
2. The Board Nominations, Compensation and Governance Committee is a standing committee of the Board of Directors ("Board") of the NSIA established to assist the Board in fulfilling its responsibilities to:
 - a. Provide oversight over the compensation structure and human capital management for the NSIA, consistent with the NSIA's long-term objectives, as well as overseeing a plan for continuity and development of senior Management for the Authority.
 - b. Oversight the corporate governance framework and practices, in that regard, provide counsel and assistance to the Board in fulfilling its obligations thereto.
 - c. Oversee the NSIA's reporting policies and practices, and general compliance with applicable laws and regulations.

C. FUNCTIONS AND RESPONSIBILITIES

1. Compensation and Employee Benefit Plans and Programmes

- a. Review and approve the overall compensation programmes from a competitive market position for all NSIA staff on a biennial basis or as circumstances demand.
- b. Review and recommend to the Board the design (including appropriate performance benchmarks) of the annual incentive compensation plan for the NSIA staff.
- c. Review the NSIA's employee benefit plans for their competitiveness and compliance with applicable laws and regulations and recommend to the Board any additions, terminations or changes in such plans as may be desirable and appropriate.
- d. As appropriate, commission a survey of competitive practices and trends to determine the adequacy of the NSIA's compensation philosophy and programmes.
- e. Review the determination by NSIA's senior Management of the proposed annual salary pool and increments thereto for the NSIA's staff.
- f. Review and make recommendations to the Board on all retirement and termination payment plans due to employees on the Executive Management cadre.

2. Senior and Executive Management Reviews and Compensation

- a. Determine, review, and approve the compensation arrangements for the NSIA's senior and executive management team, taking into account market conditions, peer practice, performance, and such matters as the Committee may deem appropriate
- b. On an annual basis, the Chair of the Committee, in conjunction with the Chairman of the Board shall assess the Managing Director based on agreed performance metrics, whilst the Managing Director shall assess the performance of the Executive Directors.
- c. For Executive Management, the Chairman of the Board and the Committee Chair shall review the Managing Director's assessment of performance and recommend appropriate compensation to the Board.

3. Board Reviews and Compensation

- a. Approve and review any proposed changes to the compensation and benefits of Board members in their capacity as directors, considering retention needs, peer practice,

administrative efficiency, and other such factors as the Committee may deem relevant and report such matters to the Board.

- b. Review the Board Remuneration Policy and make appropriate recommendations to the Board

4. Human Capital Management and Culture

- a. Oversee the Authority's human capital management, including workforce plan, goals and objectives, talent management and succession planning.
- b. Oversee the Authority's culture.
- c. Review and make recommendations to the Board on management development, considering the challenges and opportunities facing the Authority, as well as the age, gender, educational and professional backgrounds, skills, knowledge, experience, and diversity needed on the Board in the future.
- d. Make recommendations to the Board concerning the succession plans for both Executive Management and other staff, including the appointment or re-appointment of any member of staff, having due regard to their performance and ability to continue to contribute to the organisation in the light of the age, gender, educational and professional backgrounds, skills, knowledge, experience, and diversity required.

5. Governance

- a. Oversee the development of the Authority's corporate governance policies and provide counsel with respect to other matters relating to corporate governance.
- b. Advise the Board with respect to the organisation, evaluation and function of the Board and its committees.
- c. Review and assess at least annually, the adequacy of the corporate governance policies and procedures, and recommend any proposed changes to the Board for approval.
- d. Oversee compliance with the Authority's Corporate Governance guidelines and review and consider any requests for waivers from such Corporate Governance guidelines by the Authority's directors, executive officers, and other senior officers, and make recommendations to the Board with respect to such requests for a waiver.
- e. Review and recommend a determination to the Board with respect to each outside Director's "independence" under any relevant or applicable Corporate Governance Guidelines, standards and other applicable laws and regulations.

- f. Review and recommend to the Board for approval a corporate policy addressing communication, disclosure, and confidentiality of corporate or material information and monitor compliance, including reporting exceptions to the Board.
- g. Perform other activities related to this Charter as the Board of Directors shall request.

6. Director Orientation and Continuing Education

- a. Review the Authority's orientation programme for new Board members and take reasonable steps to ensure that all new Directors receive a comprehensive orientation so that each Director fully understands the nature and operations of the Authority's business, the role of the Board and Committees as well as the contribution that each Director is expected to make.
- b. Advise Directors on opportunities for continuing education.

7. Legal, Ethical Conduct and General Matters

- a. Review with the General Counsel/Secretary and management legal matters that may have a material impact on the Authority's financial statements, compliance policies, and any material reports or inquiries received from regulators or governmental agencies.
- b. Recommend, review and update periodically a Code of Conduct and Ethics and any other policies, and determine that Management has established a system to enforce the Code of Conduct and Ethics as well as other policies.
- c. Determine whether the Code of Conduct and Ethics and policies of the Authority comply with all applicable rules and regulations.
- d. Review management's monitoring of the Authority's compliance with its Code of Conduct and Ethics, policies, laws and regulations, and determine that Management has the proper review system in place to ensure that the Authority's financial statements, reports, and other financial information disseminated to governmental organisations and the public, satisfy legal requirements.

- e. Establish, review and maintain procedures for the receipt, retention, and treatment of complaints received by the Authority regarding accounting, internal accounting controls, or auditing matters.
- f. Review any information or reports provided by the General Counsel concerning legal, regulatory or compliance matters and, as the Committee deems appropriate, discuss the administration of the NSIA's compliance program and other issues relating to the NSIA's compliance.
- g. Review and discuss, as applicable, any reports presented by Management on potential Management and employee conflicts of interest and on controls to address any such potential conflict.
- h. Perform such other duties as the Committee deems appropriate, consistent with the Charter, NSIA's bylaws, and applicable law, or as may be assigned to it by the Board.

8. Values and Ethics

- a. In order to obtain reasonable assurance with respect to NSIA's values and ethical practices, the Committee will:
 - i. Review and assess the policies, procedures, and practices established by the Board to monitor conformance with its code of conduct and ethical policies by all managers and staff of the NSIA.
 - ii. Provide oversight of the mechanisms put in place by Management to establish and maintain high ethical standards for all of the managers and staff of the Authority.
 - iii. Review and provide advice on the systems and practices established by Management to monitor compliance with laws, regulations, policies, and standards of ethical conduct and identify and deal with any ethical violations.

9. Planning, Strategy & Research

- a. Oversee the development and implementation of the Authority's strategic plan, ensuring alignment with the overall goals and objectives.
- b. Review and approve research initiatives that support the Authority's strategic priorities.

- c. Monitor and evaluate the effectiveness of strategic initiatives and recommend adjustments as necessary.

10. Investor Relations

- a. Provide oversight to Management to ensure that all investor communications are clear, balanced, and provide timely information about the Authority's financial performance, strategic initiatives, and corporate goals.
- b. Oversee and evaluate Management's monitoring of and response to investor inquiries and feedback, ensuring that the Board is informed of significant investor concerns and perspectives

D. MEMBERSHIP, TENURE AND ORGANISATION

1. The Committee shall consist of three members of the Board, appointed by the Board
2. One of the Committee members shall also be the Committee's Chair, appointed by the Board.
3. Committee members should aim to serve for a term of at least two years. The Board may, on recommendation of the Chairman, appoint members to fill vacancies.
4. The Committee Members shall serve until their successors are appointed or their earlier resignation or removal.
5. Any member of the Committee may be removed or replaced, for any reason at any time, by a majority vote of the Board.
6. Vacancies on the Committee shall be filled by a majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy.
7. The Committee shall have the authority to invite members of the Management team and other individuals to attend its meetings and provide pertinent information as required.
8. Each member must be a member of the current Board of the Authority.

9. The Committee shall review and reassess the adequacy of this Charter as it deems appropriate, however, changes will only be made following approval of the Board.

E. THE COMMITTEE CHAIR

1. The Board shall appoint a Chair for the Committee. Where the Chair will be absent from a meeting, the members of the Committee shall choose any one of themselves to act as Chair for that particular meeting.
2. The roles and responsibilities of the Chair shall include:
 - a. Presiding over meetings of the Committee.
 - b. Providing leadership to the Committee and ensuring efficient organisation and conduct of the Committee's meetings.
 - c. Facilitating the Committee's discussions to ensure that the Committee achieves its goals and objectives;
 - d. Scheduling all meetings of the Committee, developing meeting agendas in coordination with the Secretary, and providing the Committee with a written agenda for each meeting.
 - e. Guiding the Committee in accomplishing the mission and objectives detailed in the Charter and in accordance with established NSIA policies.
 - f. Ensuring that all Committee members are fully oriented on the Committee objectives, deliverables and roles/ responsibilities at their first meeting.
 - g. Ensuring that all Committee members are aware of and adhere to the processes and timing established by the Board for placing items on the Board agenda for discussion and deliberation
 - h. Working towards building a sense of trust, productivity, and camaraderie among members of the Committee.

F. SECRETARY AND SECRETARIAL SERVICES

The General Counsel/Secretary of the NSIA will be Secretary to the Committee and will facilitate and coordinate meetings as well as provide ancillary support to the Committee, as time and resources permit.

G. MEETINGS AND PROCEDURES

a. Notice of Meetings

- i. The Secretary may, by order of the Committee or the Chair, serve notices by mail (electronic or otherwise), personal delivery or facsimile transmission to the usual place of business of each member of the Committee. The Agenda and Papers scheduled for discussion shall be circulated at least 7 days before the meeting.
- ii. The Committee Chair shall liaise with the CEO of the NSIA, the Secretary and the Head of Human Relations and Corporate Planning to prepare an appropriate agenda and accompanying materials in advance of the meeting. The Chair shall also liaise with the Chairman of the Board as may be deemed appropriate.

b. Frequency and Mode of Meetings

- i. The Committee shall, as much as is practicable, hold regular meetings at such dates, times and places as it may determine from time to time but shall hold at least four (4) meetings a year, one in each quarter. Members of the Committee are expected to prepare adequately, attend, and participate in the meetings
- ii. The Committee may meet via circularisation and make decisions on any proposal or issues by circulating the proposals or papers to members of the Committee without meeting physically to deliberate on the proposals or issues.
- iii. Committee meetings may be held or continued through electronic and other alternative means of communication, including video- or tele- conferencing or other audio-visual means which enable all members or invited participants to communicate concurrently with each other.
- iv. Where a member of the Committee is unable to be physically present at a meeting, he/she may participate via a phone call or teleconferencing.
- v. The Chair of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee upon notice to other members at least 48 hours prior to the meeting.

c. Quorum

A majority of members of the Committee present shall constitute a quorum and decide any questions brought before the Committee.

d. Minutes

- i. The Secretary shall draft and circulate draft minutes to all members of the meeting. The Secretary shall present the minutes for adoption at the next meeting of the Committee.
- ii. The Committee shall keep written minutes of its meetings, which shall be maintained along with all other corporate books and records of the NSIA.
- iii. The Committee may pass a resolution without a meeting being held if all its members who are entitled to vote on the resolution, sign and date on one or more copies, a document containing a statement that they are in favour of the resolution in the document and any such resolution shall be deemed passed on the date of the last signature to be applied.
- iv. The Secretary shall follow up on action plans decided at the meeting and present a report on progress achieved at the next meeting of the Committee.

H. DECISION-MAKING AND REPORTING

1. The Committee will report to the Board at every regular board meeting, summarising the committee's activities and recommendations.
2. The report should include:
 - a. A summary of the work the Committee performed to fully discharge its responsibilities.
 - b. A summary of Management's progress in addressing issues in areas of responsibility of the Committee.
 - c. Details of meetings, including the number of meetings held during the relevant period and the number of meetings each member attended.
 - d. Any information required by new or emerging legal, regulatory and corporate governance developments.

3. Committee decisions will, as much as possible, be reached by consensus; however, any minority views/opinions on significant matters shall be reflected in the minutes of the meeting, where requested, and presented in the report to the full Board.
4. The Committee shall be accountable to the Board for the authority delegated to it and for the execution of mandates on behalf of the Board

I. WORK PLAN

The Chairman of the Committee will collaborate with senior Management to establish a work plan to ensure that the responsibilities of the Committee are scheduled and will be carried out.

J. ACCESS TO INFORMATION AND DOCUMENTS

1. In discharging its responsibilities, the Committee will have unrestricted access to members of Management, employees, and relevant information it considers necessary to discharge its duties.
2. The Committee will also have unrestricted access to records, data, and reports. If access to requested documents is denied for legal or confidentiality reasons, the Committee will follow prescribed, Board-approved mechanisms to resolve the matter.
3. The Committee will establish and communicate its information requirements, including the nature, extent, and timing of information. Information will be provided to the Committee at least one week prior to each Committee meeting.

K. RELYING ON INFORMATION AND OTHER DETAILS

1. In carrying out the Committee's responsibilities, members of the Committee shall be entitled to rely, in good faith, on information, opinions, reports or statements, including financial statements and other financial data that are prepared and presented by persons who the Committee members reasonably believe to be reliable and competent in the matters presented, which persons may include, as applicable:
 - a. one or more executive staff of the NSIA or other members of Management;
 - b. legal counsel, public accountants or other persons as to matters within the person's professional or expert competence; or
 - c. another Committee of the Board;

L. EXECUTIVE SESSIONS



The Committee will schedule and hold, if necessary, a private session with the CEO, Executive Directors, Head of relevant Units, and any other officials that the Committee may deem appropriate at each meeting.

M. REQUIRED ATTENDANCE

The CEO, Executive Directors, Head of Human Resources, Head of Corporate Planning, the Chief Compliance Officer, are required to be in attendance at Committee meetings.

N. ADVISORS

1. The Committee shall have authority to retain, at NSIA's expense, such independent advisors, including accountants, lawyers, consultants or other professionals whose expertise is relevant to discharging the Committee's responsibilities, provided that the Board shall approve the appointment or engagement of such advisors.
2. The Committee may request that any directors, officers, or employees of NSIA, or other persons whose advice and counsel are sought by the Committee, attend any Committee meetings to provide such relevant information as the Committee requests.

O. RESPONSIBILITY OF MANAGEMENT

1. Management will ensure that all information relevant to the discharge of the Committee's responsibilities is provided to the Committee (as requested by the Committee). Management will also ensure that matters of material concern that are relevant to the Committee's responsibilities are brought to the Committee's attention promptly.
2. Managers and executives who are responsible for matters falling within the purview of the Committee may be invited to attend the Committee meetings to provide information or answer questions that may be raised on matters relating to their schedules.

P. CONFLICT OF INTERESTS

1. Committee members shall adhere to the Authority's Code of Conduct and Ethics, the Conflict of Interests Policy and any values and ethics established by the Authority.
2. It is the responsibility of Committee members to disclose any actual conflict of interests or appearance of a conflict of interest to the Committee.

3. If there is any question as to whether Committee member(s) should recuse themselves from a vote, the Committee should vote to determine whether the member should recuse himself or herself.

Q. ORIENTATION AND TRAINING

1. Committee members will receive formal orientation and training on the purpose and mandate of the Committee and the Authority's objectives, as may be required to enhance competencies in areas of relevance to the Committee's mandate.
2. A process of continuing education will be established, and trainings will be in line with the annual training programme/plan as may be approved by the Board.

P. PAYMENT OF ALLOWANCES AND REIMBURSEMENT OF EXPENSES

Members of the Committee shall be entitled to sitting allowances, reimbursable travel and hotel expenses as may be approved by the Board.

S. EVALUATION

1. The Committee shall, on an annual basis, evaluate its performance relative to the Committee's purpose, duties, and responsibilities under this Charter and in line with any other targets or performance metrics set by the Board. In conducting this review, the Committee shall assess the adequacy of this Charter as may be required and recommend any proposed changes to the Board for approval.
2. The Committee shall address all matters that the Committee considers relevant to its performance, including the following:
 - a. the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board,
 - b. the way they were discussed or debated, and
 - c. whether the number and length of the meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

3. The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to any policies or procedures of the Board or the Authority.
4. The Committee shall set goals for itself, which shall be the basis for the self-evaluation.
5. External evaluation of the Committee and shall be undertaken by such external professional(s) that may be appointed by the Board to conduct the Board evaluation at least biennially or as may be directed by the Board

T. MISCELLANEOUS

1. The Committee may, subject to the provisions of the NSIA Act and the Board Charter, adopt such other rules and regulations for the transaction of business at meetings as is necessary or desirable.
2. Nothing in this Charter shall be deemed to amend the provisions of any applicable law, regulations, or Code with respect to this Committee or other committees of the Board

U. REVIEW OF THIS CHARTER

1. In line with the Authority's Policy Governance Framework, this Charter shall be reviewed biennially or as may be required to align with business exigencies.
2. The Board shall have the responsibility to review and/or approve any amendments to this Charter as circumstances shall demand.

V. APPROVAL

This Charter was approved/reviewed by the Board on _____.

Chairman

Secretary