

**Terms of Reference for Chief Executive Officer  
State Trading Corporation of Bhutan Limited (STCBL)**

## Terms of Reference for Chief Executive Officer (CEO)

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### 1. Overview

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Employer	:	State Trading Corporation of Bhutan Limited (STCBL)
Segment	:	Trading
Location	:	Thimphu, Bhutan
Position	:	Chief Executive Officer (CEO)
Employment type	:	Contract for three years

### 2. Introduction

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STCBL was established in 1969 by the Royal Government of Bhutan (RGoB) under the administrative control of the then Ministry of Trade and Industry. The corporation was primarily established to assist various government departments to procure essential commodities from India and few special commodities from abroad. Being well established and a formidable organization already, in April 1984, corporation was declared an autonomous body. Following a government order in 1985, the Government Central Stores, Government Workshop dealing with spare parts and import of vehicles were merged with STCB and was registered as a limited Company under the Companies Act of the Kingdom of Bhutan from March 5, 1996. To enable public participation in the activities of the corporation, the RGoB, in 1997, floated 49% of its shares in the open market rendering STCB a listed company with the Royal Securities Exchange of Bhutan Limited (RSEBL) as a joint venture of the Royal Government. The Government shares of the corporation went to DHI consequent to its creation in 2008. With 51% shares in the company, the State Trading Corporation of Bhutan Limited (STCBL) is one of the Druk Holding & Investments (DHI) portfolio companies under the category of DHI Controlled Company (DCC).

STCBL played an important role in the socio-economic development of the country in the course of its journey of five decades of existence. The role of the company evolved together with the need of time and like any organization, STCB also had its share of ups and downs. After suffering a prolonged period of poor performance in early to mid 2000s the company finally turned around from 2009 onwards. Today the company is out of the red zone and stable in terms of its business products, infrastructure, assets, profits, standard operating processes (SOP) and policies.

The Board of Directors oversees the company in terms of its decision concerning policy and major investment plans. The operation is implemented through a Management team comprising of the Heads of Business Units.

STCB is a trading company and predominantly in automotive business. However, diversification had always been a priority to minimize high dependency on one type of product. The diversification plans have also been put in place.

The following are the current product line of the corporation:

### **1. Vehicles**

- a) Toyota (Sales, Spare Parts and Service Center) and Bridgestone tyres**
- b) Tata (Sales, Spare Parts and Service Center)**
- c) Eicher Division (Sales, Spare Parts and Apollo Tyres)**
- d) SMLI**

### **2. Non-Vehicles**

- a) Home Store**
- b) Export**
- c) HPCL Fuel Retail**

### **3. Summary**

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The Chief Executive Officer (CEO) is the senior most executive officer of the company. The CEO reports to the Board of Directors. The Board of Directors appoints the CEO, evaluates the performance, and may, at its discretion, remove or replace the CEO.

The primary responsibilities of the CEO are to:

- a. Provide overall leadership and management of company affairs under the guidance of the Board;
- b. Formulate and execute strategic plans to realize and fulfill the mandates of the company;
- c. Lead and manage the company within the parameters established by the Board and relevant Board committees;
- d. Plan, monitor and evaluate the performance of the company and executive teams in realizing the mandates of the company; and
- e. Create sustainable long-term shareholder value.

### **4. Responsibilities**

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In addition to the responsibilities assigned by the Board and those stated in the Companies Act of Bhutan 2016, following are the specific roles and responsibilities of the CEO.

#### **4.1 General Management**

The CEO shall report to the Board of Directors of STCBL. His/her primary responsibilities shall include the following:

- a. Manage the day to day operations of the company within the guidelines, rules, policies and directives issued by the Board and regulatory agencies;
- b. Appoint and maintain a strong executive management team to assist in the execution of the tasks delegated by the Board;
- c. Implement all plans, policies and performance targets approved by the Board;
- d. Develop/revise systems and processes for effective and efficient management of the company;
- e. Manage the overall business to ensure strategic plans and business plans are effectively implemented within the authority delegated by the Board, the performances are monitored and reported to the Board, and financial and operational objectives are attained;
- f. Ensure that the authorities delegated by the Board are exercised in the manner and within intent of such delegation and referring all matters outside his/her delegations to the Board for approval;
- g. Carry out and lead change interventions, such as re-organization, as and when desired by the Board, and oversee their effective implementations;
- h. Apprise the Board on all matters of significance.
- i. Provide the Board with accurate, relevant, timely and complete information;
- j. Ensure effective identification and communication of all material risks to the Board, along with mitigation plans and procedures;
- k. Other responsibilities as may be designated by the Board from time to time.

## **4.2 Strategic Management**

- a. Develop and recommend long-term vision and strategy for the company. This includes updating and making changes, as required, and involving the Board at various stages of strategy development;
- b. Successfully execute the corresponding business and operational plans. Review and report regularly to the Board on the overall progress and results against operating and financial objectives and initiate courses of action for improvement. This includes identification of future opportunities and threats.

## **4.3 Operational Management**

The following operational functions must be ensured:

- a. Develop annual forecasts of revenue, expenditure, growth pattern, operational results and other financial performances;
- b. Develop innovative business models to improve service efficiency to attain the broader objectives of the company;
- c. Develop and secure approval of the Board, the annual budgets, both current and capital investments;

- d. Authorize commitment of corporate resources so that the approved operational plans are executed efficiently and on time;
- e. Enter into agreements, contracts, leases, etc. in the ordinary course of business, in order to pursue the approved strategies, business plans, and objectives of the company, provided, that major commitments, exposures, and risks will be reported to the Board on a regular and timely basis;
- f. Ensure that the members of the Board receive accurate, timely and clear information, in particular about the company's performance, significant financial arrangements, the development of rationale investments and others areas of significance to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the company;
- g. Enforce accountability and transparency while executing any projects; and
- h. Keep the Board fully informed on all aspects of the Company's operational and financial affairs, and on all matters of significant relevance to the Company including those items emanating from government and regulators on issues such as fiscal, monetary and environmental policies and legislation affecting operations and regulatory oversight etc.

#### **4.4 Human Resource Management and Development**

- a. Develop a robust organizational structure supported by appropriate manpower plans to ensure that the business objectives are realized;
- b. Promote leadership development and proper succession planning for key position in the company;
- c. Inculcate performance culture in the company by implementing Performance Management Systems and relevant policies from time to time.
- d. Develop and implement HR Master Plan to identify and prioritize actions for continued and efficient delivery of core operational services. This shall also include the manpower planning and sizing for optimum utilization of human resources;
- e. Training Needs Assessments to determine what training needs to be provided to help individuals and the organization accomplish their goals and objectives;
- f. Undertake Employee Engagement Survey to understand the motivation level of employees for efficient operation of the company;
- g. Provide advice and counsel to employees and promotes individual and unit proficiency;
- h. Implement the HR Service Manual as approved by the Board for day to day management of the company;
- i. Foster a corporate culture that promotes ethical practices and encourages individual integrity and social responsibility including safe, secure and supportive working environment; and

#### **4.5 Relationship Management**

- a. Ensure effective communication, appropriate and constructive relationships are maintained with the shareholder and relevant stakeholders;
- b. Protect and enhance the image and reputation of the Company;
- c. Represent company as and when required including in important national events, business meetings and public forums; and
- d. Act as the Company's interface with its operating environment, the business community, customers, statutory bodies and government agencies. S/he shall also act as the principal spokesperson for the Company.

#### **4.6 Compliances, Risk Management and Corporate Governance**

- a. Authorize and ensure that effective control and co-ordination mechanisms for all operations and activities are in place including the establishment and development of effective internal controls over financial reporting;
- b. Ensure the Company's assets are adequately safeguarded and optimized in the best interests of the company;
- c. Maintain a high level of integrity work ethics and Corporate Governance standards;
- d. Develop Risk Management framework including risk register and mitigation measures;
- e. Resolve all past audit issues and design appropriate checks and balances to ensure that such lapses do not recur;
- f. Strengthen the function of internal audit to ensure internal checks and balances; and
- g. Ensure compliance with any legal and regulatory obligations.

#### **5. Qualification & Experience**

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- a. Minimum of Bachelor's Degree obtained from a recognized university through regular (full time) program.
- b. Minimum fifteen (15) years work experience, which should include a minimum of three years of active service at General Manager level & above for corporate or equivalent position and P1 A level & above for civil servants. 1.5 years (18 months) of study period shall be considered as active service.

#### **6. Skills, Knowledge and Attributes Required**

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- a. Excellent leadership skills;
- b. Excellent managerial capabilities;
- c. Excellent analytical, problem solving and decision-making skills;
- d. Strong strategic orientation and competence in translating the board strategic decision into well-thought-out actions;
- e. Strong negotiation and client management skills;
- f. Strong oral and written communication skills;
- g. Impeccable integrity or business ethics;

- h. Strong inter-personal skills and ability to develop and foster meaningful relationship with relevant stakeholder;
- i. Ability and desire to complete works/projects under deadlines.

## **7. Employment Type and Tenure**

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The CEO shall be recruited for a contract term of three (3) years, which may be renewed based on performance.

## **8. Salary & Others Benefits**

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Basic pay:	Nu. 90,000 per month
Contract Allowance:	85% of the Basic pay
PBVA:	Maximum of 25% of the annual basic pay subject to fulfillment of annual Compact signed with the Board

Other benefits shall be as per the Company Service Rules and Regulations.

## **9. Mandatory documents (required to submit along with application)**

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- a. Curriculum vitae (CV) indicating clearly the details of applicant and with names and details of two referees.
- b. Bachelor's Degree certificate and transcripts (for entire course).
- c. Master's and any other higher Degree certificates and transcripts (for entire course) if any.
- d. A valid document proof/evidence to show 15 years of work experience.
- e. A valid office order of appointment/promotion to GM/P1 A or equivalent position level.
- f. A valid Citizenship Identity Card. (back & front)
- g. A valid audit clearance certificate for interview.
- h. A valid security clearance.

Non-submission of any of above documents or partial submission shall lead to rejection of application.

9.1. Additionally, the following documents shall be produced by the candidate selected as CEO, prior to his/her appointment:

- a. Valid medical fitness certificate.
- b. No objection certificate letter from the employer, if currently employed.