

## **Terms of Reference (ToR) for the post of the Chief Executive Officer (CEO), Bhutan Automation & Engineering Limited (BHUTAN AUTOMATION)**

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### **Background**

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Bhutan Automation & Engineering Limited (BHUTAN AUTOMATION) is a Joint Venture Company of Druk Green Power Corporation Limited (DGPC), Bhutan and ANDRITZ HYDRO Private Limited (HIN), India with shareholding of 51% and 49% respectively. The Company was incorporated on 8th November 2017 under the Companies Act of Bhutan 2016. The Shareholders, DGPC and HIN, made an investment of Nu. 60 million in the Joint Venture Company through 100% equity financing. The construction of the integrated Manufacturing Facility of the Company was completed in 2020 within the premises of Chhukha Hydropower Plant (CHP) under Bjachho Gewog, Chhukha Dzongkhag.

BHUTAN AUTOMATION specializes in manufacturing and implementation of state-of-the-art automation systems and other secondary equipment for hydropower and substation applications. The Company's range of products includes control, protection, and instrumentation systems. Although initially established to meet the automation needs of the hydropower plants and projects in Bhutan, BHUTAN AUTOMATION is endeavouring to expand its products and services to other market segments such as transmission and process industries. Further, the business strategy stipulates that Bhutan Automation should also explore markets beyond Bhutan.

Since industrial Control and Automation is a very specialized field of engineering and application, it was necessary for BHUTAN AUTOMATION to have a technology partner to support it in terms of access to the necessary technology and support through efficient business processes. Therefore, in addition to being a shareholder in the Company, ANDRITZ HYDRO is also the technology partner of BHUTAN AUTOMATION. Through a Technical Assistance Agreement, ANDRITZ HYDRO gives BHUTAN AUTOMATION access to its automation technology and implementation support from its locations around the world.

Based on the best practices followed in ANDRITZ HYDRO and the automation industry in general, BHUTAN AUTOMATION has adopted all the relevant business standards and processes. Wherever applicable, the policies and practices of DGPC have also been adopted. In order to keep the organizational structure lean and operational costs low, resource sharing with DGPC in terms of support services (especially in HR) has been implemented including a breathe-in breathe-out arrangement with DGPC for key personnel. BHUTAN AUTOMATION is ISO certified in the Integrated Management System (IMS).

Since its establishment, BHUTAN AUTOMATION has carried out many automation projects for DGPC, including upgrade of control and SCADA systems at Kurichhu Hydropower Plant (4 x 15 MW) and the 66/200 kV Switchyard at Basochhu Hydropower Plant for DGPC. In addition to these projects, BHUTAN AUTOMATION has completed several SCADA systems for substations under BPC, including the automation of Changchey Mini Hydropower Plant (2 x 100 kW). The company is currently executing multiple automation contracts, with key undertakings such as PHPA-I (6 x 200 MW), PHPA-II (6 x 170 MW), and the Tala Hydropower Plant (6 x 170 MW). Moreover, BHUTAN AUTOMATION is providing engineering services to Andritz Hydro for its hydropower projects in the region. Furthermore, BHUTAN AUTOMATION is actively pursuing with Andritz Hydro to expand its market beyond Bhutan. There is also intent for the scope of the company to be expanded.

### **Purpose**

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The Chief Executive Officer ("CEO") is the senior management officer of the Company. The CEO serves as the leader of and maintains an effective and cohesive senior management team for the Company; sets the tone for the Company by exemplifying consistent values of high ethical standards and fairness; leads the Company in defining its vision; is the main spokesperson for the Company; and bears the chief responsibility in ensuring the Company meets its short-term operational and long-term strategic goals. The CEO works with and is accountable to the Board of Directors of the Company with due regard to the Board's requirement to be informed and to be independent. The CEO should be able to lead, inspire, and engage the employees to continuously learn/upgrade/reskill themselves and contribute towards achieving the mandates of the Company. The CEO should also be able to provide sound technical leadership and possess strategic thinking and be well-versed in current technological trends and familiar with a variety of business concepts.

## **Job Summary**

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The CEO is responsible for both the bigger picture strategy as well as day-to-day operational management of the Company. S/he needs to be excellent in corporate leadership and management. Fast and sound decision-making ability coupled with the ability to motivate the team working at BHUTAN AUTOMATION will be key to achieving progress and success for the Company. The CEO will formulate and recommend strategies to the Board for effectively moving BHUTAN AUTOMATION to meet its challenges and implementation of these strategies. The CEO should have outstanding people relationship and communication skills. While experience in design and implementation of automation and control systems for hydropower and substation applications is essential, the CEO must also have adequate knowledge in hydropower, power systems, contracts and procurement, corporate governance, corporate finance, sales and marketing, and other operational aspects of a company.

## **Duties and Responsibilities**

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A detailed list of duties and key responsibilities of the CEO, but not limited to, are as follows:

### **Strategic Management**

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S/he shall or must:

1. Lead and manage the Company within the guidelines developed and approved by the Board.
2. Provide overall business strategic leadership and execution to achieve the strategic objectives of BHUTAN AUTOMATION.
3. Recommend to the Board strategic directions for the Company's business and, when approved by the Board, consistently strive to achieve the corresponding strategic, business and operational goals and objectives.
4. Develops and implements business expansion plans and new investments, and conducts financial due diligence for financing and investments decisions.
5. Translate Company's policies into implementable plans and strategies.
6. Communicate the organization's values and expectations to all levels of the employees.
7. Oversee managerial, technical, and contractual aspects of the Company.
8. Executive leadership, strategic, and operational management for a results-oriented performance of the Company.
9. Develop and monitor strategies and action plans for efficient and effective operation of the Company.
10. Act as a liaison between the organization and its stakeholders (especially the Shareholders) and build relationships with other organizations as appropriate.
11. Review and implement new emerging technologies and trends related to the business of the Company and align the company's operations to such emerging technologies so as to remain relevant and competitive in the market.
12. Advise the Board on business plans with prudent investment strategies and operational issues and lead in the implementation of the Board's decisions, and keep the Board and Shareholders updated.
13. Direct and monitor performance of the Company's operational areas against agreed targets.
14. Develop innovate strategic marketing plans and implement them.
15. Promote organizational culture, values, reputation and brand BHUTAN AUTOMATION with employees, customers, suppliers, partners, regulatory bodies, and other interested parties.

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

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S/he shall:

1. Build an effective management team, and develop their professional knowledge and skills while holding them accountable for key performance deliverables.
2. Ensure that the functional activities are carried out cost effectively.
3. Develop and maintain an effective organizational structure, and put in place a management and support category (especially those with specialized skills set) succession plan.
4. Implement progressive employees' trainings, employees' motivation, and other human resources development programs.
5. Maintain an optimal staffing strength.
6. Maintain a positive work environment that is conducive to attracting, retaining and motivating a diverse group of finest employees at all levels.
7. Develop and maintain an annual Board approved plan for the development and succession of management.

## **Communication and Public Relations**

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S/he shall:

1. Responsible for the market management, sales, marketing and public relations of the Company.
2. Promote, market and sell BHUTAN AUTOMATION products and services.
3. Consistently influence what BHUTAN AUTOMATION is mandated to do and ensure that media relations and communications with the relevant stakeholders such as regulators/government agencies, parliamentarians, communities, NGOs, channel partners, suppliers, contractors, and financial institutions are effectively attended to.
4. Build the Company's reputation and create positive perception among all its stakeholders, effectively respond to adverse news, and constantly prepare for or look out for potential risks including the Company's market position, organizational integrity, and professionalism.
5. Oversee the required media and PR interfaces between the Company and its external environment, and act as the principal spokesperson for the Company.

## **Compliance, Risk Management and Corporate Governance**

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S/he shall:

1. Keep the Board fully informed on all aspects of the Company's operations and financial affairs, and on all matters of significant relevance to the Company including those that emanate from government (both local and national) and regulators on issues such as fiscal, monetary and environment policies, and legislations affecting its operations.
2. Ensure that effective control and co-ordination mechanisms are in place including the establishment and development of effective internal controls over financial reporting.
3. Make well-informed and timely submissions to the Board so that appropriate decisions can be taken by the latter in line with the good corporate governance norms.
4. Ensure that the use of the Company's assets is optimized and adequately safeguarded.
5. Maintain a high level of integrity, work ethics, and corporate governance standards.
6. Take necessary risks/decisions beyond the delegation of powers under challenging/ exigency circumstances using best judgment, and bring such incidents to the notice of the Board.
7. Identify the principal risks of the Company's business and ensure the implementation of appropriate systems to manage these risks.
8. Ensure that appropriate personnel and systems are in place for the integrity and adequacy of the Company's internal control, disclosure control and management information systems.
9. Develop and recommend the overall corporate organizational structure to the Board ensuring that personnel and systems are in place so that the day-to-day business affairs of the Company are appropriately managed.
10. Foster a corporate culture that promotes ethical practices, encourages individual integrity, and fulfills social responsibility.
11. Develop and implement operational policies to guide the Company within any limits prescribed by the Company's By-Laws and the framework of the strategic directions approved by the Board.

## **Technical and Operational Management**

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He/she shall or must:

1. Lead at the level of hands-on shop-floor works in the design, engineering, manufacture, erection and commissioning of automation systems and other business verticals as with any other blue-collar employee.
2. Lead in the development of technical strategies and best practices for the Company.
3. Introduce/Integrate use of technology and technical information received from the Technology partner or procured from third parties.
4. Take decisions on production, sale, manufacture and/or provision of goods and services from the Technology partner or procured from third parties.
5. Manage the supplier, vendors, consultants, contractors and/or service providers providing services of a technical nature.
6. Manage the use and production of any technology and/or IPR.
7. Lead in implementation of projects to achieve sales targets and the project execution plans.
8. Ensure the highest levels of safety and quality in works.
9. Evaluate and implement new systems and infrastructure and create new business verticals.
10. Develop inhouse competency in the entire value chain to take up diverse range of services.
11. Optimize workforce engagement in the projects, engineering and manufacturing.

12. Communicate with employees, stakeholders and customers to ensure that the Company's technologies are used appropriately.
13. Oversee communication and interaction with technology partners and experts for technical support to the company.
14. Undertake risk review of all business risk related to the technical aspect and adopt appropriate mitigation plans.
15. Take strong leadership roles in ensuring environment, health & safety policy and compliance in the Service Center, and the company in accordance to company policy and procedures.

### **Knowledge, Skills and Attributes (KSA)**

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The CEO, Bhutan Automation should possess the following:

1. An excellent knowledge in the electrical design, control and protection systems, SCADA systems, electrical instrumentation and testing, project management and automation integration implementation with shop floor experience, and should have a very good understanding of the hydropower business in general including operation and maintenance.
2. Strong business acumen, particularly in terms of management, operation, and business development in an industrial automation and manufacturing and/or similar facilities.
3. A very good knowledge and understanding of the Companies' Act of Bhutan and other rules and regulations relevant to BHUTAN AUTOMATION.
4. A very good understanding and knowledge of and experience in corporate governance, and performance management system with demonstrated experience in integrating and coordinating diverse areas of management.
5. Ability to understand the basic revenue models such as Balance Sheet, Profit and Loss Statement, Budgeting, Pricing Model and Billing Procedures.
6. Excellent analytical skills, critical thinking skills, and ability to constructively weigh through various aspects of business issues.
7. Strong strategic orientation and competence in translating broad strategic decisions into well-thought-out actions.
8. Excellent leadership skills and ability to manage cross-functional teams, with strong negotiation, sales, marketing, and client management skills.
9. Strong oral and written communication skills with impeccable integrity and business ethics. Strong interpersonal skills and ability to develop and foster meaningful relationships with relevant stakeholders.
10. Ability to deal effectively with demanding situations, and strategize and implement sound and practical interventions.
11. Ability and desire to complete projects under deadlines.
12. Hands-on experience in the design and engineering of automation systems with shop-floor working experience.

### **Eligibility Criteria**

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#### **1. Education Qualification**

Minimum of Bachelor's Degree in Engineering obtained from a recognized university through regular (full time) program. Candidates with Master's Degree in Electrical Engineering/ Automation and Control/Instrumentation and Control will be given preference.

#### **2. Work Experience**

Work experience of 15 years in the power sector preferably with good knowledge in electrical design, control and protection systems, SCADA systems, electrical instrumentation and testing, project management and automation integration implementation with shop floor experience, and should very good understanding of the hydropower business in general including operation and maintenance.

- Minimum of least three years' experience in Control and Protection Systems of hydropower plants and substations

And/or

- Minimum of 10 years of experience in hydropower sector and should have served a minimum active service of 3 years at senior managerial level (P1A and above in the civil service and General Manager level and above or equivalent position in corporate/private sector) equivalent to DGPC Grade E3 at the time of applying for the post.
- Only 18 months years of study leave/sabbatical shall be considered as active service.

### 3. Service Record

The applicant should possess clean service record without any outstanding office memos and cautionary notices, and not have been convicted by any Court of Law on any criminal charges.

### 4. Performance Appraisal

Should have a minimum of "Very Good" [but with scores of 85% and above] in Employee Appraisal System or for civil service candidates, a minimum rating of "Very Good/Meeting Expectation" for the recent 3 consecutive years.

### 5. Age

Candidate should not be older than 57 years of age on the last date of receiving the application deadline.

## Job Title

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### Chief Executive Officer

The person selected for the post is required to function under the oversight of the Board of Directors of BHUTAN AUTOMATION.

## Location

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Chhukha, Bjachho Gewog, Chhukha Dzongkhag.

## Employment Type and Tenure

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The selected candidate will be appointed on contract and posted to the BHUTAN AUTOMATION for an initial period of 3 (three) years with possibility of extension based on performance and need.

## Remuneration and Benefits

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Basic Pay	Nu. 76,500	
Contract Allowance	75%	
Fixed Allowance (on minimum basic pay)	60%	
Other Allowances and Benefits	1. Performance Based Variable Pay (PBVP)	41.67% of Basic Pay
	2. Communication Allowance	Nu. 2,000 per Month
	3. Annual Increments	Nu. 2,295
	4. Monthly Production Incentive: As per BHUTAN AUTOMATION MPI Guideline	
	5. Accommodation	Shall be provided as per CHP housing guidelines
	6. Office duty car shall be provided	

## Documents Required

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Documents required at the time application submission:

1. Job application form (Download from [www.drukgreen.bt](http://www.drukgreen.bt)).
2. Curriculum Vitae indicating clearly the details of applicant with names of at least three professional referees with email address, office address, and mobile number.
3. Attested copy of Bachelor's Degree Certificate and Mark Sheet and Master's Degree Certificate and Mark Sheets (as applicable).
4. Copy of valid Citizenship ID Card.
5. Valid Security Clearance Certificate (approved online).
6. Work Experience Certificate/Letter with valid documentary proof/evidence to show 15 years of work experience including minimum 3 years in Control and Protection Systems of hydropower plants and substations or 10 years in hydropower and 3 years at senior managerial/executive level.
7. Should submit the valid BIT/CIT/PIT certificate issued by the relevant agencies, as applicable.
8. A copy of office order of appointment/promotion to the P1 level equivalent to DGPC Grade E3.
9. A copy of Performance Appraisal for recent three years, wherever applicable.

10. A copy of Audit Clearance Certificate from Royal Audit Authority with purpose stated as interview.
11. Referrals/recommendation letters from at least two referees (issued by superiors).

Additionally, the selected candidate upon submission of Acceptance must submit a “**Valid Medical Certificate**” and a “**No Objection Certificate**” from the employer, if currently employed’.

***Partial or incomplete submission of required documents shall lead to disqualification.***