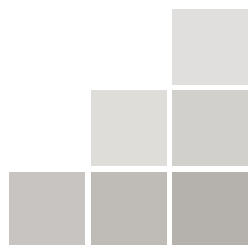


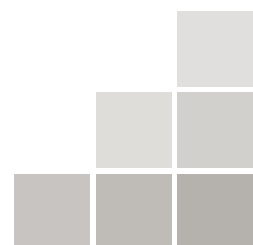
The United Basalt Products Ltd.

# BOARD CHARTER



## TABLE OF CONTENTS

1.	Introduction .....	2
2.	Composition .....	3
3.	Duties and Responsibilities of the Board .....	4
4.	Board Committees .....	6
5.	Proceedings of Board Meetings .....	7
6.	Chairperson .....	8
7.	Chief Executive Officer (CEO) .....	8
8.	Company Secretary .....	9
9.	Conflict of Interest .....	9
10.	Remuneration of Directors .....	9
11.	Board and Directors Evaluation .....	10
12.	Directors' and Officers' Indemnity Insurance .....	10
13.	Independent Professional Advice .....	10
14.	Director Selection & Appointment, Training and Development .....	10
15.	Inconsistency with the Company's Constitution .....	11



# 1. INTRODUCTION

This Charter governs the operations of the Board of Directors (“the Board”) of the Company. It sets out, inter alia, the role, obligations, rights, responsibilities and practices of the Board and has been endorsed by the Board of the Company on 10 May 2018.

This Charter is subject to the provisions of the Companies Act No. 15 of 2001, the Listing Rules of the Stock Exchange of Mauritius Ltd, the Code of Corporate Governance of Mauritius and any other applicable law or regulatory provisions as may be amended from time to time.

The Board is responsible for the affairs and stewardship of the Company and is ultimately accountable to the Shareholders. The Board needs to balance performance with best practices of responsible corporate citizenship and sustainability within a set legal and corporate governance framework. If the Company is not fully compliant with the Code of Corporate Governance, the Board shall explain any departure in the Company’s annual report.

In performing the responsibilities enunciated in this Charter, the Board should aim at all times to create and maintain sustainable value for its stakeholders, inter alia, its Shareholders, clients, employees, business partners, providers of capital and society at large.

Upon his/her appointment, each member of the Board shall sign the Directors’ Charter and abide by its provisions of as well as those of this Charter.

The Board shall, by simple majority, review this Charter every five years or as may be required by law from time to time and make any necessary amendment thereto. If any amendment to this Charter also requires a provision of the Constitution to be amended, such amendment shall be subject to a special resolution of the Shareholders and be made in accordance with the Listing Rules of the Stock Exchange of Mauritius Ltd.

## 2. COMPOSITION

In relation to its composition, the Board shall ensure that it has the adequate competencies and is efficient in achieving the Company's vision and strategy.

- 2.1 The Board shall be constituted as a unitary Board, comprising not less than Seven (7) and not more than Fifteen (15) Directors, who shall be natural persons.
- 2.2 The Board shall have an appropriate balance of Executive, Non-Executive and Independent Non- Executive Directors under the firm and objective leadership of a Chairperson to enable the Board to discharge its duties effectively.
- 2.3 The Board shall have at least two Independent Non-Executive Directors and two Executive Directors.
- 2.4 The Board shall favor diversity, including gender, and its members shall be individuals of integrity, who devote enough time to their duties in their capacity as Director and collectively bring a blend of knowledge, skills, objectivity and experience to the Board for the effective execution of its responsibilities.
- 2.5 The Board, on the recommendation of the Corporate Governance Committee, shall determine/assess whether a Director is independent based on the set criteria in the Code of Corporate Governance. The Company shall however not sacrifice knowledge and industry experience in favor of independence.
- 2.6 Board Members shall hold office as Director until the next annual meeting of Shareholders, at which they will stand for re-election, upon the recommendation of the Corporate Governance Committee.
- 2.7 In accordance with Section 138 (6) of the Companies Act No. 15 of 2001, Directors aged 70 and above, shall offer themselves for re-election upon the recommendation of the Corporate Governance Committee, to hold office until the next annual meeting.
- 2.8 The age limit to hold office as Director of the Company shall be 75 years.

### 3. DUTIES AND RESPONSIBILITIES

The Board deliberates on matters falling within its competencies in accordance with prevailing laws and the Company's Constitution.

The Board determines the strategic orientation of the Company and monitors the implementation of such strategies. Subject to the powers expressly conferred on the Shareholders and within the limit of the Company's corporate purpose, the Board addresses any issue which may affect the smooth running of the Company and deliberates on such matters.

Directors, both Executives and Non-Executives, shall carry a fiduciary responsibility and shall act in good faith, with due care and skill, without fetter or instruction and in the best interests of the Company. Directors' duties and responsibilities are more specifically set out in the Constitution, the Companies Act No. 15 of 2001, as amended, the Listing Rules of the Stock Exchange of Mauritius Ltd and the Code of Corporate Governance.

The role of the Board, inter alia, includes:

#### 3.1 Strategy

- Evaluating, approving, and reviewing the Company's/Group's business plans and strategies as proposed by the CEO;
- Monitoring and assessing the Company's/Group's performance against strategic plans to generate economic profit, to enhance Shareholder value and to operate in a sustainable manner, while taking into consideration financial and non-financial key performance indicators, as reported by the CEO;
- Ensuring necessary resources are in place in pursuing the defined strategies.

#### 3.2 Risk Management and Internal Control

- Ensuring the establishment of a Group-wide risk management framework, thereby setting the level of acceptable risk and identifying, assessing, addressing and monitoring key risks;
- Ensuring that effective compliance and internal control processes are in place and regularly monitored and reviewed to safeguard the Company's assets and reputation.

#### 3.3 CEO

- The appointment and removal of the CEO;
- Ensuring that the Board is informed of the appointment of the Company's/Group's key executives;
- Developing clear responsibilities for the CEO to ensure the proper running of the Company's/Group's business and setting specific limits of authority for management;
- Delegating the day to day decision-making and implementation of the strategies approved by the Board to the CEO;
- Approving the policy for the remuneration of the CEO.

#### 3.4 Accounting and Financial Monitoring

- Approving the Financial Statements;
- Monitoring the Company's/Group's financial position as reported by the Audit Committee.

### **3.5 Operations**

- Evaluating and approving the Company's investments, acquisitions & dis-investments;
- Approving the Company's operating and capital expenditure budgets;
- Approving the Company's debt policy and debt contracting.

### **3.6 Corporate Governance and Ethics**

- In collaboration with the CEO, defining the Group's values consistent with the Code of Ethics;
- Ensuring ethical behavior and compliance with the Company's/Group's policies and procedures;
- Monitoring and evaluating the Company's compliance with its corporate governance standards.

### **3.7 Relations with Chairperson**

- Selecting and appointing the Chairperson;
- Approving the remuneration of the Chairperson, upon recommendation of the Remuneration Committee;
- Ensuring that there is a sound relationship between the Chairperson and the CEO.

### **3.8 Relations with Board Committees**

- Establishing Board Committees, which may either be permanent or ad-hoc to assist the Board in fulfilling its duties and responsibilities;
- Appointing the members and approving the terms of reference of the respective Committees.

### **3.9 Relations with Directors**

- Upon the recommendation of the Remuneration Committee, deciding on the remuneration of the Directors in conformity with the Company's Constitution;
- Reporting on the remuneration philosophy and remuneration of the Directors in the annual report.

### **3.10 Relations with the subsidiaries**

- Ensuring that sound corporate governance policies prevail within the subsidiaries.

### **3.11 Relations with Shareholders**

- Deciding on the dividend distribution, in conformity with the Companies Act 2001;
- Ensuring effective communication with Shareholders to enable them to be kept informed of the Company's activities, strategy and projects.

## 4. BOARD COMMITTEES

The Board shall delegate certain duties and responsibilities to Board Committees, to ensure a proficient and comprehensive evaluation of specific issues. This delegation shall not mitigate or discharge the Board of its overall responsibility.

### 4.1 Establishment of Committees

The Company shall maintain an Audit Committee, a Risk Monitoring Committee and a Corporate Governance Committee. The Corporate Governance Committee shall also assume the responsibilities of the Remuneration and Nomination Committee. The Board may set up ad-hoc committees, as may be required from time to time. The Board shall, as relevant, determine the remuneration of the members of the Committees, upon the recommendation of the Remuneration Committee.

### 4.2 Mandate of Committees

The Board shall establish the terms of reference of each Board Committee, thereby enunciating their respective objective, purpose, composition, delegated authorities, tenure, reporting mechanism to the Board and agreed procedure to seek independent outside professional advice, as and when required.

### 4.3 Constitution of Committees

The Board shall ensure that the Board Committees are appropriately constituted with due regard to the skills and expertise required by each Committee.

### 4.4 Reporting

The respective Chairperson of the Board Committees shall provide a summary of the Committee's deliberations, advice and recommendations to the Directors at the subsequent Board meeting convened, on a general principle of transparency and disclosure, while drawing the Board's attention to particularly pertinent matters.

Material information on the Board Committees shall be disclosed in the annual report.

## 5. PROCEEDINGS OF BOARD MEETINGS

### 5.1 Meetings and quorum

The Chairperson shall convene all meetings.

A notice of meeting shall be sent to every Director, and the notice shall include the date, time and place of the meeting and the matters to be discussed. Exceptionally, the Board may consider items proposed by one of the Directors and which have not been included in the agenda but shall only take a decision on such matters with the unanimous approval of the Directors present.

Board meetings shall be chaired by the Chairperson, or in his/her absence, by a designated Director.

The quorum for a meeting of the Board shall be:

- Four (4) Directors when the Board shall consist of Seven (7) Members; and
- Five (5) Directors when the Board shall consist of more than Seven (7) Members.

No business shall be transacted at a meeting of Directors if a quorum is not present.

Every Director shall have one vote and the Chairperson shall have a casting vote. A resolution of the Board shall be passed if it is agreed to by a majority of the Directors present.

If need be, any Director may request that the Board be held by means of audio or audio and visual communication by which all Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting. Save in exceptional circumstances, such arrangements may be requested by any Director to the Company Secretary at least 2 working days prior to the meeting.

The Board shall meet at least four times a year. Meetings may be held more frequently if required.

The Directors shall, save in exceptional circumstances, receive Board papers and any other pertinent document pertaining to the items on the agenda at least 3 working days before the Board meeting. Documents requiring the prior validation of respective committees shall be circulated further to their recommendation.

The Chairperson and the CEO shall also ensure that the Directors are kept informed of any matter pertaining to the Company/Group which is deemed essential to enable them to perform their duties and responsibilities.

Directors shall also endeavor to obtain in due time the information which they consider essential to keep themselves informed in order to be able to take part in the deliberations of the Board and as relevant, the Committee of which they are members, with full knowledge of the facts. Directors shall request such information from the Chairperson and/or the Secretary within reasonable delay.

The information communicated to the Director within the framework of his/her functions is intuitu personae given to him/her. Directors are bound by a duty of confidentiality with regards to information obtained and discussions in which they participate. All Board papers, discussions and recordings shall remain strictly confidential, unless directed otherwise by the Board or if disclosure is required by law. The Directors' Charter further details the duty of confidentiality of the Directors.



Directors shall endeavor to attend all meetings of the Board and are expected to act independently and participate fully and constructively in Board discussions.

A register of attendance shall be circulated at each board meeting and signed by the Directors physically present and as relevant, shall include the name of those participating by means of audio or audio and visual communication. Attendance of each Director at meetings of the Board and at Board Committee meetings shall be recorded by the Company Secretary and disclosed in the annual report.

Professional advisors and members of senior management may be in attendance in meetings of the Board by invitation of the Chairperson and shall not be entitled to vote.

The Company Secretary shall be the secretary of the Board and shall keep the minutes of meetings of the Board at the registered office.

The minutes of the meeting of the Board shall be submitted for adoption at the following Board meeting and shall thereafter be duly signed by the Chairperson of the meeting and the Secretary of the meeting.

## **6. CHAIRPERSON**

The Chairperson shall be a duly-elected Non-Executive member of the Board of Directors, appointed in accordance with the Constitution of the Company. The Chairperson represents the Board and, save in exceptional circumstances, has the exclusive authority to speak on behalf of the Board.

The Chairperson of the Company guides and directs the governance process, focusing the role of the Board on the Company's vision, mission and strategic direction.

The key functions of the Chairperson are further detailed in his/her Position Statement (Annex 1).

## **7. CHIEF EXECUTIVE OFFICER (CEO)**

The CEO shall be appointed by the Board. The CEO is responsible for the executive management of the Company and is responsible for the day-to-day operations. The CEO acts within the limits of the powers conferred by the Board, subject to the reserved powers of the Board and of the Shareholders and to governance rules of the Company.

The CEO of the Company also acts as the Group CEO.

The CEO embraces the Group's values and provides exemplary leadership to the management team in consistency with the strategy and commercial objectives agreed with the Board.

The key functions of the CEO are further detailed in his/her Job Specification (Annex 2).

## 8. COMPANY SECRETARY

The Board shall appoint the Company Secretary, upon the recommendation of the Nomination Committee. The role and responsibilities of the Company Secretary are defined by the prevailing legislations and the Code of Corporate Governance.

The Company Secretary is responsible for the logistical organisation of Board meetings and, as relevant, of the Board Committees. The Company Secretary assist the Chairperson of the Board with the agenda and compilation of information, ensures that Board procedures are followed and keeps minutes and records of Board, Board Committee and Shareholders' meetings.

The Company Secretary shall further guide the Directors individually and collectively in respect of their duties and responsibilities.

The key functions of the Company Secretary are further detailed in his/her Job Specification (Annex 3).

## 9. CONFLICT OF INTEREST

By virtue of his/her position as Director of the Company, each Director must act in the best interests of the Company and not in his/her personal interest and/or that of a third-party.

The Directors shall be bound by The Conflict of Interest and Related Party Transaction Policy of the Company which outlines the procedures for addressing issues arising in these areas.

## 10. REMUNERATION OF DIRECTORS

- 10.1 The remuneration of the Chairperson shall be approved by the Board, upon the recommendation of the Remuneration Committee. The Chairperson should not be involved in such a decision.
- 10.2 The Remuneration Committee shall determine the level of remuneration for Non-Executive Directors for review and approval by the Board. No Director should be involved in specifically deciding his or her own remuneration.
- 10.3 The remuneration of Non-Executive Directors shall commensurate with their experience, membership of Board Committees and overall contribution to the Board.
- 10.4 Executive Directors shall be remunerated in accordance with their respective service contract with the Company and the recommendation of the Remuneration Committee.
- 10.5 The emoluments and benefits received by Directors shall be disclosed in the annual report.
- 10.6 Expenses incurred by Directors exclusively in the exercise of their duties and in the interest of the Company shall be reimbursed, upon justification. The reasonableness of such costs shall be approved by the Chairperson of the Board (other than costs incurred by himself).
- 10.7 The Board may grant exceptional remuneration to some of its members for assignments or mandates with which they have been entrusted. Such remuneration shall exclusively be in relation to tasks which exceed the usual mandate of the Director and shall be fair and reasonable and commensurate with the task performed.

## 11. BOARD AND DIRECTOR EVALUATION

- 11.1 Every two years, the performance of Directors shall be appraised individually and collectively, as a Board, to ensure their effectiveness and the proper functioning of the Board. The performance and effectiveness of the Board Committees shall also be reviewed accordingly.
- 11.2 Following the performance review, the Chairperson shall establish the goals and objectives of the Board for the upcoming review period.

## 12. DIRECTORS' AND OFFICERS' INDEMNITY INSURANCE

The Company shall have an insurance policy in place to indemnify the Directors and the Company Secretary, to the extent permitted by law, for liabilities incurred while performing their duties.

## 13. INDEPENDENT PROFESSIONAL ADVICE

- 13.1 In the fulfillment of their duties, Directors may, if necessary, seek independent professional advice, at the expense of the Company.
- 13.2 Prior written notice of the Director's intention to seek independent advice must be provided to the Chairperson.
- 13.3 Any independent professional advice sought shall be made available to the Board and shall be for the benefit of the Board as a whole.

## 14. DIRECTOR SELECTION & APPOINTMENT, TRAINING AND DEVELOPMENT

### 14.1 Director Selection and appointment

The procedure for the selection of the Directors shall be in conformity with the prevailing Code of Corporate Governance of Mauritius.

Appointments to the Board shall be on recommendation of the Nomination Committee.

Shareholders are ultimately responsible for electing and removing Board members. The Board shall provide Shareholders with all material information in the possession of the Company, relevant for the election or removal of the individual as a Director.

In assessing the skills required to add value to the Board, the Nomination Committee shall have regards to the knowledge required to fill a significant gap on the Board, the capacity of the individual to influence preferred outcomes through his/her involvement on the Board and the extent to which the individual may devote time and meaningfully contribute to the affairs of the Board. The Board shall favour diversity, including gender.

## **14.2 Training and Development**

An induction program shall be devised for new Directors, to familiarise them with the Company's/Group's operation, the business environment, senior management as well as with their fiduciary duties and responsibilities to enable them to fulfill their role both on the Board and Board committees.

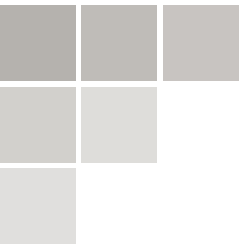
New Directors shall receive, inter alia:

- Details of the Group's structure;
- Details of Board and Board Committees' composition;
- The latest annual report;
- The latest interim and annual financial results;
- Details of the Company's budget;
- Recent notices to Shareholders;
- The Board Charter;
- The Code of Ethics; and
- Any further pertinent information and/or document.

On-going relevant training and developments programs shall be devised to enable Directors to meaningfully contribute to the affairs of the Board.

## **15. INCONSISTENCY WITH THE COMPANY'S CONSTITUTION**

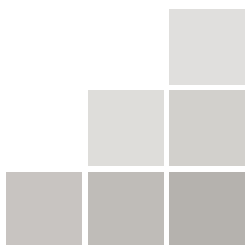
To the extent that there is any inconsistency between the Company's Constitution and this Board Charter, the Constitution shall prevail.



The United Basalt Products Ltd.

# Position Statement Chairperson

## Annex 1





# 1. INTRODUCTION

The Chairperson of the Company guides and directs the governance process, focusing the role of the Board of Directors on the Company's vision, mission and strategic direction.

The Chairperson shall be a duly-elected Non-Executive member of the Board of Directors, appointed in accordance with the Constitution of the Company.

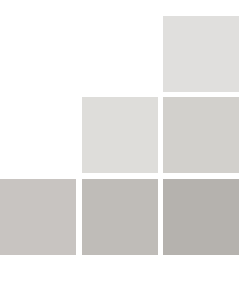
# 2. RESPONSIBILITIES

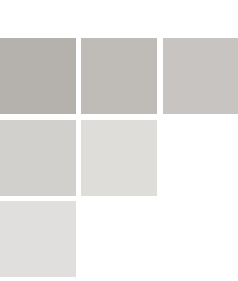
The Chairperson is responsible for:

## 2.1 Leadership

- 2.1.1 Providing effective leadership to the Board and leading the Board effectively to fulfill its duties.

## 2.2 Meetings

- 2.2.1 Chairing Board and shareholders meetings;
  - 2.2.2 Upholding rigorous standards of preparation for meetings;
  - 2.2.3 Running the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings;
  - 2.2.4 Setting the Board agenda, taking into consideration the issues and concerns of the members of the Board. The agenda should be forward looking and focus on strategic matters;
  - 2.2.5 Ensuring that there is appropriate delegation of authority from the Board of Directors to Board committees and executive management and;
  - 2.2.6 Ensuring that Board committees are properly structured with appropriate terms of reference;
  - 2.2.7 Encouraging all Board members to engage in Board and committee meetings by drawing on their skills, experience, knowledge and independence;
  - 2.2.8 Ensuring that the Directors receive accurate, timely and clear information, including that on the Group current performance, to enable the Board to take sound decisions, monitor the affairs of the Group effectively and provide advice to promote sustained success of the Group;
  - 2.2.9 Setting the tone of Board discussions to promote effective decision making and constructive debate;
- 



2.2.10 Managing the Board to allow enough time for discussion of complex or contentious issues. The Chairperson should ensure that Directors (particularly Non-Executive Directors) have sufficient time to consider critical issues and obtain answers to questions or concerns they may have and not be faced to unrealistic deadlines for decision making;

2.2.11 Ensuring that the decisions of the Board are executed; and

2.2.12 Arranging for the Chairpersons of Board committees to be available to answer questions at the Annual Meeting of shareholders.

### **2.3 Directors**

2.3.1 Facilitating the effective contribution of Non-Executive Directors and encouraging active engagement by all members of the Board;

2.3.2 Ensuring that Directors are fully informed about all issues on which the Board will have to make a decision, through briefings with the CEO and members of the executive management, as appropriate;

2.3.3 Building an effective and complementary Board and with the nomination committee, plan succession in Board appointments, subject to the approval of the Board and/or shareholders, as relevant; and

2.3.4 Ensuring constructive relations between the Executive and Non-Executive Directors, both inside and outside the boardroom.

### **2.4 Induction, development, succession and performance evaluation**

2.4.1 Ensuring that new Directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary;

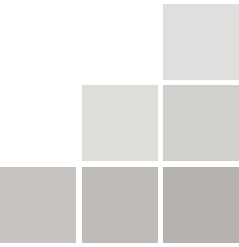
2.4.2 Ensuring, with the assistance of the Company Secretary, that the development needs of Directors are identified and met;

2.4.3 Mentoring to develop their skills and enhance Directors' confidence and encourage them to speak up and make an active contribution at meetings;

2.4.4 Identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team;

2.4.5 Overseeing a formal succession plan for the CEO and key management executives; and

2.4.6 Ensuring that the performance of the Board, its committees and individual Directors are evaluated at least once each two years and that actions are taken on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board. And where appropriate, proposing, through the nomination committee, that new members be appointed to the Board or seeking the resignation of others.





## **2.5 Relations with shareholders**

- 2.5.1 Chairing shareholders meetings;
- 2.5.2 Ensuring effective communication with shareholders;
- 2.5.3 Maintaining sufficient contact with major shareholders to understand their issues and concerns, in particular discussing governance, strategy and remuneration with them; and
- 2.5.4 Ensuring that the views of shareholders are communicated to the Board as a whole so that all Directors develop an understanding of their views.

## **2.6 Ethics and other responsibilities**

- 2.6.1 Setting the ethical tone for the Board and the Company and upholding the highest standards of integrity and probity;
- 2.6.2 With the assistance of the Company Secretary, promoting the highest standards of corporate governance. If full compliance is not possible, ensuring that the reasons for non-compliance are fully understood, agreed by the Board and explained to shareholders;
- 2.6.3 Ensuring that an appropriate balance is maintained between the interests of shareholders and other stakeholders;
- 2.6.4 Ensuring the long term sustainability of the business;
- 2.6.5 Ensuring a continuous improvement in the calibre of the executives;
- 2.6.6 Establishing a close relationship of trust with the CEO and the Group Finance Manager, providing support and advice while respecting executive responsibility;
- 2.6.7 Ensuring effective communication with stakeholders;
- 2.6.8 Building and maintaining stakeholders trust and confidence in the Company and, in conjunction with the CEO, representing the Company to key stakeholders; and
- 2.6.9 Carrying out any special assignments which may be assigned by the Board from time to time.

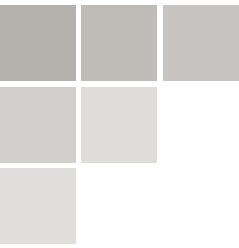
## **3. REVIEW**

This Position Statement shall be reviewed at such interval as may be necessary.

Adopted by the Board of Directors of The United Basalt Products Limited on December 14, 2016.



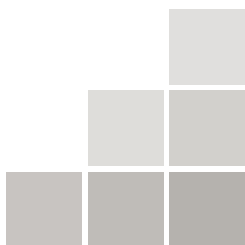




The United Basalt Products Ltd.

# **Job Description Chief Executive Officer**

## Annex 2





**Title** Chief Executive Officer

---


**Name** Stéphane Ulcoq

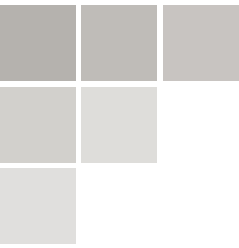
---

**The Chief Executive Officer shall report to the Chairperson of the Board and shall have the following responsibilities:**

- Develop the Group's strategy and operations to enhance shareholder value
- Lead the executive management of the Group's business in consistency with the strategy and commercial objectives agreed with the Board
- Provide strong, exemplary leadership and give clear guidance to the management team
- Report policy issues, strategies and business to the Board of Directors
- Ensure that the Group complies with all relevant laws and corporate governance principles
- Develop high quality business strategies and plans ensuring their alignment with short-term and long-term objectives
- Enforce adherence to legal guidelines and in-house policies to maintain the company's legal and business ethics
- Build key partnerships with stakeholders and act as a point of contact for important shareholders
- Provide strategic financial input and leadership on decision-making issues
- Overview the budgeting processes of all companies and business functions
- Evaluate the financial health of the Group to advise and forecast future plans
- Promote a positive, constructive and ethical work climate
- Develop an organisational environment that promotes positive staff morale and performance
- Act as primary spokesperson for the organization
- Foster constructive working relationship with internal and external stakeholders
- Maintain a deep knowledge of the markets and industries relevant to the Group

*This description has been designed to indicate the general nature and level of work performed by employees for this position. It may not contain a comprehensive inventory of all duties, responsibilities and qualifications required for an employee to do this job. The employee may be required to perform any other cognate duties as may be required by Chairperson. The actual duties and responsibilities may vary based on assignment and projects.*

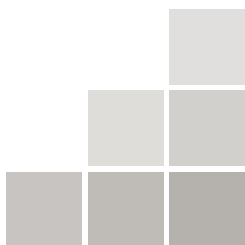




The United Basalt Products Ltd.

# **Job Description Company Secretary**

## Annex 3





<b>Title</b>	Company Secretary
--------------	-------------------

---

<b>Name</b>	Bhooneshi Nemchand
-------------	--------------------

---

**The Company Secretary reports to the Chairperson of the Board on all Board governance matters and to the Group Finance Manager in relation to other responsibilities. The Company Secretary has the overall responsibility for ensuring the effectiveness and efficiency of the following activities:**

- Coordinate and attend the various Board meetings and committees
- Develop the agenda of board and board committee meetings in consultation with the chairperson and the CEO
- Take minutes of board meetings and circulate the draft minutes to all members
- Ensure that meetings and resolutions of the board are properly held and passed in accordance with the regulations
- Follow up on Board and committee papers including agendas, minutes, discussion papers, proposals for Board members
- Ensure records of members' and directors' meetings are kept in compliance with the Companies Act
- Assist in the proper induction of directors, including assessing the specific training needs of directors and executive management
- Providing the Board as a whole and directors individually with guidance as to its duties, responsibilities and powers.
- Ensure that the Group complies with its constitution, relevant statutory and regulatory requirements and the established code of ethics
- Review existing policies and ensure that they are kept up to date and duly approved by Management
- Monitor compliance with all relevant legal and regulatory requirements
- Share and collaborate with the Group's employees
- Align personal objectives with the Group's objectives
- Take responsibility for self-development and acquiring new competencies
- Ensure good standards of safety, hygiene and cleanliness are adhered and maintained at all times
- Act as primary point of contact for all shareholders and corporate governance advisors
- Provide prompt and efficient customer service to internal and external stakeholders on all issues, complaints and queries

*This description has been designed to indicate the general nature and level of work performed by employees for this position. It may not contain a comprehensive inventory of all duties, responsibilities and qualifications required for an employee to do this job. The employee may be required to perform any other cognate duties as may be required by Chairperson. The actual duties and responsibilities may vary based on assignment and projects.*

