



The Medical and Surgical Centre Limited

Position Statements

THE MEDICAL AND SURGICAL CENTRE LIMITED

("MSCL"/ the "Company")

Chairperson of the Board of Directors

The duties of the chairperson of the Board of Directors ("Board") shall include but shall not be restricted to:

Meetings

- Chairing Board and shareholders' meetings.
- Upholding rigorous standards in the preparation of meetings.
- Running the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.
- Setting the Board agenda in collaboration with the management and the company secretary, considering the issues and concerns of all Board members. The agenda should be forward looking, concentrating on strategic matters.
- Ensuring that there is appropriate delegation of authority from the Board to executive management and Board committees.
- Ensuring the Committees are properly structured with appropriate terms of reference.
- Encouraging all Board members to engage in Board and Committee meetings by drawing on their skills, experience, knowledge and, where appropriate, independence.
- Ensuring that the directors receive accurate, timely and clear information, including that on the organisation's current performance, to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the organisation.
- Managing the Board to allow enough time for discussion of complex or contentious issues.
- Ensuring that directors (particularly non-executive directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.
- Ensuring that the decisions by the Board are executed.
- Ensuring that proper minutes are taken, approved and signed for Board and shareholders' meetings. Minutes which have been signed by the chairperson are prima facie evidence of the proceedings.

Directors

- Facilitating the effective contribution of non-executive directors and encouraging active engagement by all members of the Board.
- Ensuring constructive relations between the executive and non-executive directors.

- Ensuring internal disputes and conflicts of interest concerning individual Board members are addressed promptly and adequately.
- Ensuring that a rigorous, formal and transparent process is in place and executed to appoint, elect, induct and re-elect directors.
- Ensuring that a process is in place and executed to safeguard and provide the objectivity, independence and ethics of directors.

Induction, Development, Succession and Performance Evaluation

- Ensuring that new Directors participate in a full, formal and tailored induction programme, facilitated by the company secretary.
- Ensuring that the development needs of directors are identified and, with the company secretary having a key role, that these needs are met. The directors should be able to continually update their skills and the knowledge and familiarity with the Company required to fulfil their role on the Board and its committees.
- Mentoring to develop skills and enhance directors' confidence and encourage them to speak up and make an active contribution at meetings.
- Ensuring the performance of the Board, Board committees and individual directors is evaluated as frequently as possible and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses. In so doing, ensuring that directors are held accountable to appropriate stakeholders.
- Identifying the development needs of the Board to enhance its overall effectiveness as a team.
- Overseeing the formal succession plan for the Board and Executive Directors.

Relationship with Shareholders

- Ensuring effective communication with shareholders.
- Maintaining sufficient contact with the shareholders to understand their issues and concerns, discussing governance, strategy and remuneration with them.
- Ensuring that the views of shareholders are communicated to the Board so that all Directors develop an understanding of their views.

Miscellaneous

- Ensuring the maintenance of a sound and effective internal control and management information systems throughout the Company.
- Ensuring that the organisation develops and executes a comprehensive and robust system of risk management.
- Ensuring that the performance of the senior executives (Chief Executive Officer/ Chief Operating Officers) is evaluated as frequently and as possible and acting on the results of such evaluations, by recognizing the strengths and addressing the weaknesses. In so doing, ensuring that the senior executives are held accountable to appropriate stakeholders.
- Ensuring that a transparent, fair and consistent remuneration policy for directors and senior executives is established and executed.
- Setting the ethical tone for the Board and the Company and uphold the highest standards of integrity and probity.
- Promoting effective relationships and open communication between directors both inside and outside the boardroom, ensuring an appropriate balance of skills and personalities.
- With the assistance of the company secretary, promoting the highest standards of corporate governance. If full compliance is not possible, ensure that the reasons for non-compliance are fully understood, agreed by the Board and explained to shareholders.

- Ensuring an appropriate balance is maintained between the interests of shareholders and other stakeholders (employees, customers/ patients, suppliers and the community).
- Establishing a close relationship of trust with the Chief Executive Officer and Chief Operating Officers and providing support and advice while respecting executive responsibility ensuring effective communication with shareholders and other stakeholders.
- Building and maintaining stakeholders' trust and confidence in the Company and in conjunction with the Chief Executive Officer, representing the Company to key stakeholders.

Company Secretary

CIEL Corporate Services Ltd ("CCS") is a service company which provides a unique combination of corporate services and strategic support to MSCL. It employs qualified secretaries from the Institute of Chartered Secretaries & Administrators to fulfill its duties as Company Secretary.

Duties

The duties of CCS as Company Secretary shall include but shall not be restricted to:

- Providing the Board of Directors (the "Board") with guidance as to its duties, responsibilities and powers.
- Informing the Board of all legislation relevant to or affecting meetings of shareholders and directors and reporting at any meetings and the filing of any documents required of the Company and any failure to comply with such legislation.
- Developing the agenda of Board and Board committee meetings in consultation with the Chairperson and the Senior Executive Management team of MSCL.
- Circulating agendas and supporting documents in good time.
- Checking that quorum of meetings is present.
- Ensuring that minutes of all meetings of shareholders or directors are properly recorded in accordance with paragraph 8 of the Fifth Schedule of the Companies Act 2001 ("the Act") and all statutory registers be properly maintained.
- Certifying in the annual financial statements of the company that the company has filed with the Registrar all such returns as are required of the company under the Act.
- Ensuring that the Company complies with its constitution and all relevant statutory and relevant statutory and regulatory requirements, Code of Conduct and any rules established by the Board.
- Ensuring that a copy of the Company's annual financial statements and, where applicable, the annual report, are sent in accordance with sections 219 and 220 to every person entitled to such statements or report in terms of the Act.
- Assisting in the proper induction of directors.
- Communicating with the shareholders, as appropriate, and ensure that due regard is paid to their interests.
- Acting as primary point of contact (via the share registrar) for all shareholders.

Appointment and Removal of the Company Secretary

Subject to the constitution of the Company, the Board may appoint or remove the Company Secretary.

Reporting responsibility

The Company Secretary shall report to the Chairperson on all Board governance matters.

Remuneration

The remuneration of the Company Secretary is determined under the service agreement dated 4 September 2017, entered into by the Company with CIEL Healthcare Limited for the provision of services, including company secretary, either directly or through the support of CIEL Corporate Services Ltd.