

# Terms of Reference – Chairman of the Board

*(approved by the Board on 6 April 2017)*

In fulfilling his/her responsibilities, the Chairman of the Board should comply with the following terms of reference:

## 1. Governance

- Comply with the Director Terms of Reference.
- Ensure that the Board of Directors discharges its principal areas of responsibility as articulated in the Board of Directors' Terms of Reference.
- Provide effective leadership, overseeing all aspects of the Board's direction and administration and ensure that the Directors work as a cohesive team and build a healthy corporate governance culture.
- Ensure that the Board is sufficiently independent from management, and oversee the standards and processes to promote such independence.
- Ensure that where functions are delegated to Committees of the Board, the functions are carried out and the results are reported to the Board of Directors.

## 2. Board and Committee Meetings

- Schedule and set, in consultation with the Chief Executive Officer (CEO), Group Company Secretary, the Committee Chairs, other Directors and members of management as appropriate, the meeting and the agenda of the Board of Directors.
- Adopt procedures and ensure that resources are available to the Board of Directors in order that it can conduct its work effectively and efficiently.
- When in attendance, chair meetings of the Board of Directors and other special meetings.
- Ensure the Board meets as necessary and appropriate.
- Allot sufficient time during Board meetings for discussion of agenda items and relevant issues of importance to the Company.

## 3. Board Development and Succession Planning

- Ensure that the responsibilities of the Board of Directors as outlined in the Terms of Reference are well understood by both the Board and management and are executed effectively.
- Deal effectively with dissent and work constructively towards achieving consensus and arriving at decisions.
- Facilitate effective communication between Directors and management, both inside and outside of Board meetings.
- Ensure, in cooperation with the Group Company Secretary and management, that Directors are receiving information from management that is high in quality, in the appropriate quantity, in a timely fashion, in a convenient format and from suitable sources.
- Ensure that the boundaries between Board and management responsibilities are clearly understood and respected and that relationships between the Board and management are conducted in a professional and constructive manner.
- Encourage Directors to ask questions and express viewpoints during Board Meetings.

- Conduct one on one dialogue with each Director after the annual peer assessment evaluation.
- Have an effective working relationship with the CEO of the Company.
- Work with and assist the CEO, as appropriate, in representing the Company to its shareholders and other stakeholders, such as customers, suppliers, the media, and public.
- Participate in the orientation and mentoring of new Directors and the continuing education and training of current Directors in their respective roles.
- Retain independent advisers (external consultants) on behalf of the Board of Directors when needed, and in accordance with Board policy.
- Assist in the selection and mentoring of Committee Chairmen.
- Act as a spokesperson for the Company, as required.