

Terms of Reference - Company Secretary

(approved by the Board on 28 October 2020)

In fulfilling his/her responsibilities, the Company Secretary should act in accordance with the following Terms of Reference:

1. Appointment and Reporting Relationships

- Act in the capacity of Secretary to the Company's Board of Directors (the **Board**) and its Committees.
- Report directly to the Chairperson of the Board.

2. Specific Responsibilities

- Provide comprehensive corporate secretarial services to the Board, Committees and Directors.
- Undertake special projects for the Board or a Committee as required from time to time.
- Be responsible for maintaining effective working relationships with the Board Chairperson, Committee Chairs, individual Directors and the Company's Management.

3. Governance Services

- Provide expertise and work with the Board Chairperson to implement best practices in corporate governance by the Board and its Committees.
- Provide advice and guidance to Directors and management regarding the Company's policies, directives and processes.
- Provide advice and guidance to Directors regarding regulatory and tax issues related to the Board and Directors.

4. Board and Committee Meetings

- Initiate, in consultation with the Board Chairperson and Committee Chairs respectively and with the Company's Management, the development of Board and Committee meeting plan and agendas.
- Facilitate, in consultation with the Board Chairperson and Committee Chairs or Company staff, notification of meetings, preparation and distribution of agenda items and background material and ensure that:
 - Physical meetings are called with at least five days written notice through e-mail or in emergency as soon as possible;
 - Board meetings are called when required by the CEO, the Board Chairperson, or any of the Directors; and Committee meetings are called when required by the CEO, the Board Chairperson or a Committee member;
 - If practicable, the agenda and any discussion material shall be uploaded to the Board portal at least 5 days prior to the Board meeting. Only in extraordinary situations is a shorter time limit acceptable;
 - The agenda for Board meetings identifies which items require a resolution and which items that are only for information/discussion purposes;

- Discussion material shall always be prepared and uploaded to the Board portal in advance where a Board resolution is required. As a minimum, discussion material shall include a description of the background for and, where required, a proposal for resolution.
- Facilitate the practical arrangements for a Board meeting or Committee meeting, such as conference rooms, hotel rooms, flights, dinner reservations etc. as required.
- Attend Board and Committee meetings, and provide advice to the Chairperson to support effective functioning of the Board or Committee and adherence to proper meeting procedure.
- Prepare accurate, complete minutes of meetings which contain:
 - Date and time of meeting;
 - Form and venue of meeting;
 - Present and absent Directors or Committee members, physical location of each attendee;
 - Whether the present attendees constitute a quorum;
 - Present members of management and their physical location;
 - Present advisors as needed for such meeting and their physical locations;
 - Record of all decisions taken, brief summary of all issues discussed and any directives or authorizations given by the Board or a Committee to the management;
 - Attachment of discussion material if required by a Director or Committee member or if required for the understanding of the content of resolutions passed;
 - Record of whether resolutions were unanimous or include dissents, and if dissent the identity of the dissenting party;
- Submit Action Points arising out of Board or Committee meetings for comments to Directors or Committee members no later than one week after the meeting. Draft minutes of each Board (or Committee Meeting) shall be submitted to the Board or (Committee Chairperson) and subsequently to the Board (or relevant Committee) within three weeks of the meeting.
- Where required, prepare and submit to the Directors accurate and complete proposal for written resolutions.
- Arrange for signatures of minutes and written resolutions.
- In conjunction with management, clearly communicate directives from the Board and Committees to the person responsible for carrying out the directive.
- Retain and safeguard the official Board and Committee Minute books and Corporate documents.
- Verify and authorize Director's expense claims related to performance of Board-related duties.

5. Board Evaluation & Succession Planning Processes

- Assist the Board and Committees in evaluating and reporting on corporate governance commitments and the mandates of the various Committees.
- Assist the Board in implementing and reporting on the annual processes to assess the performance of the Board, Committees, Chairs and individual Directors.
- Assist the Board in implementing and reporting on the annual performance evaluation of the Chief Executive Officer.
- Work with the Board and Committees to facilitate Board appointment and renewal processes, and to address Committee structures, composition and mandates.
- Assist the Board to identify and communicate any skill requirements when making recommendations to fill Board vacancies.

6. Director Development Need

- Assist the Board to identify and communicate the professional development (CPD) needs of Directors.