

HYVEC PARTNERS LTD - BOARD CHARTER

1. PURPOSE OF CHARTER

The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of Hyvec Partners Ltd (HPL)

The conduct of the Board is also governed by the Constitution of HPL.

2. PURPOSE OF THE BOARD

The Board has two broad purposes, compliance and performance:

COMPLIANCE: conform with all legal requirements

Legal

- comply with laws
- comply with directors’ responsibilities
- monitor constitution

Accountability

- monitor financials
- compliance audits

PERFORMANCE: assist the organization to perform to its best potential

Strategy and policy

- approve Vision/mission and ensure it is embedded into the organization’s operations
- approve strategic plan and budget and policies and monitor regularly

Accountability

- overall performance of the organization
- board evaluation, succession planning
- report outcomes to stakeholders
- manage CEO

Public Relations

- Represent and participate
- Keep shareholders informed and protect their interest
- Project a strong positive image
- Promote the vision and facilitate the cohesion
- Speak with one voice regarding board decision

Risk management

- Ensure up-to-date and effective risk management framework and management strategy
- Robust internal audit function
- Monitor critical risks
 - Maintain Risk Register

The Board, while meeting its responsibilities, is mindful of the organizations mission and the objects of the organization as embodied in its Constitution.

3. ROLES AND RESPONSIBILITIES

The Board has delegated authority for the day-to-day operations and administration of the organization to the Chief Executive Officer (CEO).

The functions of the Board are to:

- Provide effective leadership and collaborate with the Executive management team in:
 - articulating the organization's values, vision, mission and strategies
 - developing strategic (direction) plans and ordering strategic priorities
 - maintaining open lines of communication and promulgating through the organization and with external stakeholders the values, vision, mission and strategies
 - developing and maintaining an organization structure to support the achievement of agreed strategic objectives
- Monitor the performance of the CEO against agreed performance indicators
- Review and agree the business (action) plans and annual budget proposed by the Executive management team
- Monitor the achievement of the strategic and business plans and annual budget outcomes
- Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
- Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged
- Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate
- Ensure that all significant systems and procedures are in place for the organization to run effectively, efficiently, and meet all legal and contractual requirements
- Ensure that all significant risks are adequately considered and accounted for by the Executive management team.

- Ensure that organization has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

The Board has no operational involvement in the conduct of organization's business activities and delivery of services. Its role is confined to setting and reviewing/approving policy and monitoring performance.

4. MEMBERSHIP AND TERM

The Constitution provides for a maximum of 5 directors and a minimum of 1 Director

The Board is a unitary Board

Membership of the Board shall be disclosed in the annual report

The Board shall determine the frequency of the Board meetings, which shall be at least once per quarter.

Each director shall be elected/ re-elected annually at the Annual Meeting of Shareholders

5. BOARD/CEO relationship

The roles of the Chairman and CEO are strictly separated.

- The Chairperson should be a firm, objective and open-minded leader, assuming his/her role by bringing independence of mind and intellectual honesty. Apart from being fully conversant with the key networks of the organisation and have sound knowledge of the activities of the organisation work, the Chairperson is expected to be impartial and objective so as to support or take the right decisions concerning the organisation
- The Chairman shall ensure that Board meetings take place regularly and that all the relevant information and facts are placed before the Board to enable the directors to reach informed decisions.
- The Chairman shall ensure that each meeting is planned effectively, conducted according to the Constitution and that matters are dealt with in an orderly and efficient manner.
- The Chairman shall ensure that proper minutes are taken and sign the minutes of Board meetings and shareholder's meetings jointly with the Secretary. Minutes which have been signed correct by the Chairperson of the meeting are prima facie evidence of the proceedings.

The CEO is responsible for:

- policy direction of the operations of the organization
- the efficient and effective operation of the organization

- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

The CEO is a member of the Board.

6. ROLE OF COMPANY SECRETARY

- Ensures that the organisation complies with its constitution, all relevant statutory obligations and procedures established by the Board
- Provides the Board as a whole and directors individually with guidance as to their roles and responsibilities, advising and assisting the directors with respect to their duties and responsibilities, in particular compliance with prevailing laws
- Prepares the agenda of Board, Board Committees and shareholder's meetings in consultation with the Chairperson and the CEO and to circulate the agendas and supporting documents in a timely manner.
- Takes minutes of Board, Board Committees and Annual/Special meetings of shareholders and circulate draft minutes to all members and to ensure that minutes of proceedings of Board meetings and meetings of shareholder as well as resolutions of the Board are properly recorded and maintained.
- Ensures that Annual and Special Meetings of Shareholder are held in accordance with the requirements of the Companies Act and the Company's Constitution.
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7. BOARD COMMITTEES

The Board must establish board Committees to assist it in carrying out its responsibilities. For each Committee the Board shall adopt a charter setting out its objectives, composition, frequency of meetings, powers and resources, duties and responsibilities, reporting structure and any other relevant matters. The appointment of a Chairperson and of the members of any Board Committee shall be made by the Board.

The Board has established only an Audit & Risk Committee having regard to the size and complexity of the operations of the Company.

8. OTHER PROVISIONS

8.1 Conflict of interests

- A director should make a best effort to avoid conflicts of interest or situations where others might reasonable perceive there to be a conflict of interest.
- A director shall forthwith after becoming aware of the fact that he or she is interested in a transaction or proposed transaction with the Company, disclose same to the Board and cause same to be entered in the Interests Register
- The Board has developed a corporate code of ethics that addresses issues that relate, inter alia, to conflicts of interest, particularly relating to directors and management

8.2 Access to information

- The Board shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.

8.3 Professional advice

- The directors can seek independent professional advice, should the need arise. The professional services procured shall be at the Company's expense and prior approval of the Chairperson is required.

9. REPORTING

Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting.

The Chairman of the Audit & Risk Committee apprise the Board of the issues discussed at its last meeting and submit the minutes of the proceedings to the Board

10. REVIEW OF CHARTER

The Board shall review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.