

Position Statements

Position statement of the Chairperson

The Chairperson is responsible for:

1. Chairing board and general meetings.
2. Running the board and ensuring its effectiveness in all aspects of its role, including regulatory and frequency of meetings.
3. Setting the board agenda in consultation with the Chief Executive/ Managing Director/ Company Secretary, taking into account the issues and concerns of all board members.
4. Ensuring that there is sufficient delegation of authority from the board to the executive management and board committees.
5. Ensuring that board's committees are properly structured with appropriate terms of reference.
6. Encouraging all board members to engage in board and committee meetings by drawing on their skills, experience, knowledge and, where appropriate, independence.
7. Facilitating the effective contribution of non-executive directors and encouraging active engagement by all members on the board.
8. Ensuring constructive relations between the executive and non-executive directors.
9. Ensuring that the directors receive accurate, timely and clear information, including that of current performance, to enable the board to make sound decisions, monitor effectively and provide advice for the development of SEM/CDS.
10. Managing the board to allow enough time for discussions on issues on the board agenda prior to any decision on the subject.
11. Ensuring that the decisions by the board are executed.
12. Identifying the development needs of the board as a whole to enhance its overall effectiveness as a team.
13. Overseeing a formal succession plan for the board, Chief Executive/ Managing Director and certain senior appointments.

Position statement of the Company Secretary

The Company Secretary is responsible for:

1. Ensuring that SEM/CDS complies with its Constitution and all relevant statutory and regulatory requirements, codes of ethics and rules established by the board.
2. Providing the board as a whole and directors individually with guidance as to how their responsibilities should be properly discharged in the best interest of SEM/CDS.

3. Developing the agenda of the board and board meetings in consultation with the chairperson and the Chief Executive/ Managing Director.
4. Circulating agendas and supporting papers in due time.
5. Ensuring the presentation of high quality information to the board and its committees.
6. Checking that the quorum for meetings is present.
7. Taking minutes and circulate the draft to all members.
8. Ensuring that meetings and resolutions of the board are properly held and passed in accordance with the provisions of the constitution.
9. Ensuring that the procedure for appointment of directors is properly carried out.
10. Assisting in the proper induction of directors.
11. Act as secretary to board committees as decided by the board.
12. Communicate with shareholders as appropriate and to ensure that due regards is paid to their interests.
13. Act as primary point of contact for all shareholders and proxy voting.

Approved by the Board on 28th June 2018