



**Investec Bank (Mauritius) Limited**

**Terms and conditions of the appointment  
of a non-executive director**



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## **Terms and conditions of the appointment of a non-executive director**

### **1. Appointment**

1.1 The appointment of a non-executive director will be for an initial term of three years, unless otherwise terminated earlier by and at the discretion of either party upon one month's written notice.

1.2 Continuation of the contract of appointment is contingent on satisfactory performance, recommendation of the nomination and remuneration committee, independence, fulfilment of fit and proper criteria and re-election at the forthcoming Annual meeting.

1.3 A non-executive director is typically expected to serve two or three three-year terms, although the board may invite him/her to serve for a supplementary period.

1.4 All directors are required to actively contribute and participate in the work of any board committees established to assist the board.

1.5 A non-executive director may also be asked to serve as a non-executive director on the board of any of the subsidiary of the company.

### **2. Time commitment**

2.1 The company anticipates a time commitment from a non-executive director of about 15 days per year after the induction phase. This will include attendance at quarterly board, audit committee and risk management committee meetings, other meetings as and when required and the annual meeting.

2.2 In addition, a non-executive director will be expected to devote appropriate preparation time ahead of each meeting and is able to allocate sufficient time to meet the expectations of the role of non-executive director of a company.

2.3 The agreement of the chairperson should be sought before accepting supplementary commitments that might affect the time one is able to devote to the role as a non-executive director of the company.

### **3. Duties of a director**

3.1 A non-executive director has the same general legal responsibilities to the company as any other director. The board as a whole is collectively responsible for promoting the success of the organisation by directing and supervising the organisation's affairs. A non-executive director, as a member of the board, is collectively expected to

3.1.1 Provide entrepreneurial leadership of the organisation within a framework of prudent and effective controls which enable risk to be assessed and managed;

3.1.2 Set the organisation's strategic aims, ensures that the necessary financial and human resources are in place for the organisation to meet its objectives, and reviews management performance; and

3.1.3 Set the organisation's values and standards and ensures that its obligations to its shareholders and others are understood and met.

3.2 In addition a non-executive director is expected to play an important role in the following key elements:

**Strategy**

3.2.1 To constructively challenge and contribute to the development of strategy;

**Performance**

3.2.2 To scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

**Risk**

3.2.3 To be satisfied that financial information is accurate and that financial controls and systems of risk management are robust and defensible; and

**People**

3.2.4 To contribute in the determination of appropriate levels of remuneration of executive directors and has a prime role in the appointment of, and where necessary, removal of senior management and to ensure that a succession planning is in place.

**4. Fees**

A director fee which covers all the duties, attendance to meetings and attendance to any other ancillary responsibilities, will be paid quarterly in arrears.

**5. Outside interests**

It is accepted and acknowledged that a director may have business interests other than those of the organisation and has declared any conflicts that are apparent at present. In the event that the director become aware of any potential conflicts of interest, these should be disclosed to the chairperson and organisation Secretary as soon as apparent.

**6. Independence**

The appointment as a director of the organisation is subject to the board of the organisation being satisfied that he/she is independent and fit and proper.

**7. Confidentiality**

All information acquired during the appointment is confidential to the organisation and should not be released, either during the appointment or following termination, to third parties without prior clearance from the chairperson.

A director should not use confidential information of the company for his/her personal benefits

**8. Induction**

Immediately after appointment, the organisation will provide a comprehensive, formal and tailored induction.



## **9. Review process**

The performance of directors and the whole Board is evaluated annually while the board committees are evaluated every three years. If, in the interim, there are any matters which cause any concern, the director should discuss them with the chairperson as soon as is appropriate.

## **10. Insurance**

The organisation has directors' and officers' liability insurance and it is intended to maintain such cover for the full term of your appointment.

## **11. Independent professional advice**

A director may need to seek professional advice in the furtherance of his/her duties as a director. The organisation will reimburse the full cost of expenditure incurred in seeking such advice.

## **12. Committees**

In the event that a director is also asked to serve on one or more of the board committees this will be covered in a separate communication setting out the committee(s)'s terms of reference, any specific responsibilities and any supplementary fees that may be involved.