



Board Charter

Board members are the link between the shareholders and International Assurance Limited PCC (“IAL”) and are collectively responsible to lead and control the organisation to enable it to attain its strategic objectives. In discharging its duties, the Board should be guided by the interests of the Company and its business and shall take into account the interest of the stakeholders. The Board is ultimately accountable to the shareholders.

The broad responsibilities of the Board are to:

- Set the Company’s vision, mission and values.
- Determine the strategy and policy of IAL to achieve those objectives.
- Monitor and evaluate the implementation of strategies, policies and performance measurements.
- Exercise leadership, enterprise, integrity and judgement in directing the IAL.
- Identify and assess key risk areas of the business and ensure measures are taken to mitigate those risks.
- Ensure that effective internal controls systems are in place to safeguard the IAL’s assets.
- Ensure compliance with laws and regulations, including risk management and corporate governance practices and disclosure requirements.
- Assess auditors’ work both internal and external.
- Approve the annual report.
- Approve important capital investments, including new products and services.
- Evaluate performance and review compensation of senior management and directors.
- Ensure effective communication with shareholders.

In order to meet all the legal and regulatory requirements and effectively discharge its duties including the exercise of adequate oversight over the activities of the cells and other entities of the organisation, the Board may delegate some of its functions to specialised board committees. From time to time, the Board may delegate specific assignments to directors or other parties to better guide the Board in important matters requiring significant expertise. Delegation however does not discharge the Board from its duties and responsibilities and while delegating authorities, the Board should bear in mind its fiduciary duties and responsibilities under the Companies Act.

Board Composition

The Board should be composed of at least 7 members. The Board should have a mix of independent, non-executive and executive directors, with 40% independent directors, and at least one executive director.

All members of the Board should be individuals of integrity and, collectively, should bring a blend of knowledge, skills, objectivity and experience to the Board to enable it to carry out its functions effectively.

Directors will be nominated provided they meet the criteria set by IAL in accordance with the Acts, Rules and Guidelines of Mauritius.

Chairperson

The members of the Board shall elect a non-executive Chairperson, who must possess demonstrated expertise and experience to provide firm and objective leadership. The Chairperson should not be involved in the day-to-day running of the business and should not be a full-time employee of the IAL.

In view of the increasing supervisory functions required of the Board, detailed in the various Mauritius guidelines, the Chairperson should devote sufficient time to the Company to enable the Board to diligently discharge its duties and responsibilities. The main roles of a Chairperson shall be to:

- Preside over meetings, encourage participation of directors in board matters and mediate differences of opinion.
- Participate in the nomination of directors to ensure that the Board has the right mix of competencies, skills, objectivity and expertise.
- Evaluate the performance of directors collectively and individually.
- Guide the Board and Senior Management ensuring time for consultation, preparing of agenda and minutes and supervision of implementation of resolutions.
- Ensure adequate succession planning for the directors and management.
- Ensure that all relevant information on financial and operating matters are placed before the Board to enable directors to reach informed decisions.
- Ensure adoption of good corporate governance practices.
- Maintain relations with the shareholders of the Bank and ensure that information is clearly communicated to them through appropriate disclosure.

Chief Executive Officer

The Board shall also appoint one executive director as Chief Executive Officer. The Chief Executive Officer will have the responsibility for managing the day-to-day business and operations of IAL. The Chief Executive Officer's responsibilities amongst others will be to:

- Develop and recommend to the Board a long term strategy and vision for the IAL that would generate adequate shareholder value.
- Develop and recommend to the Board annual business plans and budgets that support the long term strategy of the IAL.
- Provide to the Board all relevant financial and operating information to enable them to assess performance.
- Strive to achieve the Company's financial and operating goals.
- Serve as the chief spokesman for the Company on all operational issues, further to discussion with the Board on the division of responsibilities for communication with shareholders and other stakeholders.
- Maintain a positive and ethical work climate that is conducive to attracting retaining and nominating a diverse group of top-quality employees at all levels of the Company.
- Foster a corporate culture that promotes ethical practices, offers equal opportunities, encourages individual integrity and fulfills social responsibility objectives.

Company Secretary

To ensure the smooth functioning of Board and Board Committee meetings, the Board should appoint a Company Secretary to:

- assist the Chairperson of the Board with the agenda, information gathering and other logistics
- devise induction and training programmes for the new directors
- keep minutes and records of the Board/Board Committee meetings.

Board Committees

The Board shall have the following committees to which it can delegate some of its duties:

- Audit Committee
- IT Governance Committee
- Risk Committee
 - Sub Investment Committee
- Corporate Governance Committee
 - Sub Nomination Committee
 - Sub Remuneration Committee
 - Sub Conduct Review Committee

The Committees shall submit to the Board the minutes of proceedings of their meetings.

Board meetings

The Board shall meet at least four times annually and meetings shall be convened by the Chairman, as scheduled or at the request of one or more directors. Meetings may be held by telephone or videoconference, provided that participants can hear each other simultaneously.

The meeting will be presided by the Chairperson or in his absence, by a director designated by the Chairperson. The quorum shall be four directors. The Chairperson of the meeting shall consult with the absent members by telephone or other means whenever possible. Resolutions should be preferably passed by unanimous vote. The minutes of proceedings of each meeting shall be approved at the following meeting as evidence that the resolutions have been adopted.

Remuneration

The remuneration of directors will be debated and recommended by the Remuneration Committee to the Board.

Conflict of Interest

Directors must avoid instances that may give rise to conflicts of interests or which may be perceived by others as conflicting situations. Full information on any conflict or potential conflict of interest must be made known to the Board and fellow directors and the onus will be on the directors to advise the Board on any change in their situation.

On declaration of his interest, the concerned director shall not participate in the discussions and/or decision taking process on the transaction in relation to which conflict arises. The transaction may however be concluded and approved at market terms and conditions. Related party transactions will also be disclosed in accordance with disclosure requirements and accounting policies and standards.

Review

The Board's Charter may be reviewed at least once a year or as may be required with the introduction of or amendment to laws, regulations and practices.