

**2020**

DISCOVERY HEALTH MEDICAL SCHEME

# CONSTITUTION OF BOARD AND BOARD COMMITTEES

## 1. Board Composition

The Board comprises a maximum of eight members, consisting of a majority of Trustees. Rule 17.1 provides that the affairs of the Scheme must be managed according to these Rules by a Board of Fit and Proper persons (i.e. persons with the requisite character, integrity, skill, competence, financial soundness and ability to exercise a fiduciary duty) of at least 5 and a maximum of 8 persons.

MEMBERS	MEMBERSHIP STATUS
Neil Gordon Morrison	Trustee (Chairperson)
Joan Adams SC	Trustee
Dr Susette Brynard	Trustee
John Butler SC	Trustee
Johan Human	Trustee
David Charles King	Trustee
Dr Dhesan Gopaul Moodley	Trustee

## 2. Committee Composition

### a. Audit Committee

The Audit Committee ("Committee") is a statutory sub-committee of the Board of Trustees established in terms of Section 36(10) to (13) of the Medical Schemes Act 131 of 1998 ("Act"). The terms of reference state that the Committee shall have at least five members of which at least two shall be members of the Board. The majority of the members, including the Chairperson, shall be independent members and not be members of the Board.

MEMBERS	MEMBERSHIP STATUS
Eric Mackeown	Independent member/Chairperson
Dr Alewyn Burger	Independent member
Susan Ludolph	Independent member
John Butler SC	Trustee
Johan Human	Trustee

### b. Clinical Governance Committee

The Clinical Governance Committee ("the Committee") is established in terms of Rule 19.3 of the Scheme Rules. The purpose of the Committee is to assist the Board in the general oversight of funding policies and practices, clinical governance and providing access to evidence based, clinically appropriate, cost-effective, affordable, quality healthcare in a consistent and equitable manner. The Committee shall be constituted of at least three members with the required expertise, at least one of whom shall be a Trustee of the Board, and the Chief Medical Officer of DHMS.

MEMBERS	MEMBERSHIP STATUS
Dr Dhesan Gopaul Moodley	Trustee/Chairperson
Joan Adams SC	Trustee
Dr Nonkululeko Mlaba	Independent member
Prof Selma Smith	Independent member
Dr Unati Mahlati	DHMS: Chief Medical Officer

**c. Disputes Committee**

The Committee consists of practicing medical professionals and attorneys who are independent from Discovery Health Medical Scheme and Discovery Health. Each Disputes Panel is drawn from the Committee to hear and adjudicate over individual disputes lodged by members, and consists of three members drawn from the greater Disputes Committee. Each Panel presiding over any dispute hearing requires at least one legal expert and at least one medical expert and the Chairperson is always a practicing attorney. Due to the independent nature of the relationship and the variation of panelists, membership is not detailed here.

**d. Investment Committee**

The Committee is established for the purpose of recommending and overseeing the implementation and maintenance of investment policies. The terms of reference state that the Committee shall be constituted of at least four members, with a maximum of seven, the majority of which shall be members of the Board.

MEMBERS	MEMBERSHIP STATUS
Dr Dhesan Gopaul Moodley	Trustee/Chairperson
Eric Mackeown	Independent member (Chairperson: Audit Committee)
Johan Human	Trustee
Neil Gordon Morrison	Trustee

**e. Nomination Committee**

The Nomination Committee is an independent Committee of the Board of Trustees ("Board"), comprised of members who are not Trustees of the Discovery Health Medical Scheme ("DHMS/Scheme"). The Rules of the Scheme make provision for the Board of Trustees to appoint a Nomination Committee to assist with the Trustee nominations and elections process.

MEMBERS	MEMBERSHIP STATUS
Peter Goss	Independent member/Chairperson
Roy Shough	Independent member
Tom Wixley	Independent member

**f. Product Committee**

The purpose of the Committee is to provide oversight of the Scheme's product development process and to note the process followed regarding the approval of member communication and marketing materials. The Committee shall be constituted of at least three members which shall include the Principal Officer, at least one Trustee, and a member from the Clinical Governance Committee.

MEMBERS	MEMBERSHIP STATUS
Johan Human	Trustee/Chairperson
Dr Susette Brynard	Trustee
Dr Dhesan Gopaul Moodley	Trustee (Chairperson: Clinical Governance Committee)
Charlotte Mbewu	DHMS: Principal Officer

**g. Remuneration Committee**

*The purpose of the Committee is to ensure remuneration policies that are fair and responsible for all staff levels in the Scheme, including the remuneration of senior executives of the Scheme, the Principal Officer, Trustees and Board Committee members. The Committee shall be constituted of three members, one of whom shall be an independent committee member. The Chairman of the Board shall be a member of the Committee.*

MEMBERS	MEMBERSHIP STATUS
David Charles King	Trustee/Chairperson
Dr Susette Brynard	Trustee
John Butler SC	Trustee
Neil Gordon Morrison	Trustee (Chairperson: Board of Trustees)
Adv Ndumiso Luthuli	Independent member

**h. Risk Committee**

*The Risk Committee ("Committee") is a Board Committee established in terms of the Discovery Health Medical Scheme ("DHMS/the Scheme") Board of Trustees ("Board") Charter. The Committee must be constituted annually by the Board and shall consist of representatives of the Board, independent members and Scheme management.*

MEMBERS	MEMBERSHIP STATUS
David Charles King	Trustee/Chairperson
Joan Adams SC	Trustee
Eric Mackeown	Independent member/Chairperson: Audit Committee
Dr Alewyn Burger	Independent member
Charlotte Mbewu	DHMS: Principal Officer
Selwyn Kahlberg	DHMS: Chief Risk and Operations Officer

**i. Stakeholder Relations and Ethics Committee**

*The purpose of the Committee is to provide oversight of the stakeholder relationship management, responsible corporate citizenship and ethics activities of the Scheme. The Committee must have a minimum of three members, of which at least two must be Trustees and one of whom must be a member of the medical profession. The Principal Officer is also a member. The Committee may appoint one independent member, according to requirements for skills and/or succession planning as may arise from time to time.*

MEMBERS	MEMBERSHIP STATUS
John Butler SC	Trustee/Chairperson
Joan Adams SC	Trustee
Dr Susette Brynard	Trustee
David Charles King	Trustee
Dr Dhesan Gopaul Moodley	Trustee
Charlotte Mbewu	DHMS: Principal Officer