

# CONSTITUTION OF BOARD AND BOARD COMMITTEES

DISCOVERY HEALTH MEDICAL SCHEME  
27 June 2024





## 1. Board Composition

Discovery Health Medical Scheme's ("DHMS"/"the Scheme") Board of Trustees ("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 five and a maximum of eight persons.

MEMBERS	MEMBERSHIP STATUS
Michelle Norton SC	Trustee/Chairperson
Dr Dhesan Moodley	Trustee
Joan Adams SC	Trustee
Marius du Toit	Trustee
Dr Max Price	Trustee
Dr Rendani Mbuva	Trustee

## 2. Committee Composition

### 2.1. Audit Committee

The Audit Committee ("the Committee") is a statutory sub-committee of the Board 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
Busi Mathe	Independent member
Marius du Toit	Trustee
Melanie Bosman	Independent member
Dr Rendani Mbuva	Trustee

### 2.2. 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 Max Price	Trustee/Chairperson
Dr Dhesan Moodley	Trustee
Dr Dineo Tshabalala	Independent member
Prof Laurel Baldwin-Ragaven	Independent member
Dr Nonkululeko Mlaba	Independent member
Dr Unati Mahlati	DHMS: Chief Medical Officer



### 2.3. 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.

### 2.4. Investment Committee

The 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 Moodley	Trustee/Chairperson
Eric Mackeown	Independent member/Chairperson: Audit Committee
Henda van Deventer	Independent member
Marius du Toit	Trustee
Dr Rendani Mbuva	Trustee

### 2.5. Nomination Committee

The Nomination Committee is an independent Committee of the Board, comprised of members who are not Trustees of the Scheme. The Rules of the Scheme make provision for the Board to appoint a Nomination Committee to assist with the Trustee nomination and election processes.

MEMBERS	MEMBERSHIP STATUS
Andrew Bryce	Independent member/Chairperson
Alex Muller	Independent member
Berenice Lue Marais	Independent member
Boitumelo Lekoko (Effective 01 July 2024)	Independent member

### 2.6. Product Committee

The purpose of the Product Committee ("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
Marius du Toit	Trustee/Chairperson
Dr Dhesan Moodley	Trustee
Dr Max Price	Trustee/Chairperson: Clinical Governance Committee
Michelle Norton SC	Trustee
Dr Rendani Mbuva	Trustee
Charlotte Mbewu	DHMS: Principal Officer



## 2.7. Remuneration Committee

The purpose of the Remuneration Committee (“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 at least three members, one of whom shall be an independent member. The Chairman of the Board shall be a member of the Committee and the Principal Officer shall be an invitee to the Committee.

MEMBERS	MEMBERSHIP STATUS
Bongani Hlophe	Independent member/Chairperson
Joan Adams SC	Trustee
Michelle Norton SC	Trustee

## 2.8. Risk Committee

The Risk Committee (“the Committee”) is a Board Committee established in terms of the Scheme’s Board Charter. The Committee shall be constituted of at least five members, with a maximum of seven. The Principal Officer and Scheme Executive responsible for risk management will serve as members of the Committee. The Independent members shall be in the minority, relative to the Trustees, Principal Officer and responsible Scheme Executive. The Chairperson of the Audit Committee shall serve as member of the Risk Committee.

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

## 2.9. Stakeholder Relations and Ethics Committee

The purpose of the Stakeholder Relations and Ethics Committee (“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
Joan Adams SC	Trustee
Dr Max Price	Trustee
Michelle Norton SC	Trustee
Charlotte Mbewu	DHMS: Principal Officer