

The Management and Business Development Committee

Terms of Reference

The role of the Management and Business Development Committee is to implement the Board's fiduciary, strategic, and generative plans, policies, and decisions consistent with the organization's Vision, Mission and Guiding Principles; is charged with proposing new business opportunities to the Board to best meet the Company's vision and objectives.

1 Composition of the Committee

1.1 The Committee shall comprise:

- (i) The Chair;
- (ii) Such other Members as are appointed by the Board; and
- (iii) The CEO.

1.2 The Committee shall report to the Board and are appointed for such term as they hold their office as the key function and market heads/risks and remain an Officer.

1.3 The Committee will meet, as required, which is expected to be at least once a month in person. Additionally the Chair, or in his/her absence, other member/s, may call for additional meetings when considered appropriate.

2 Chair of the Committee Meeting

The chair at meetings of the Committee shall be the Chair if in attendance, or if he/she is not present, assigned by the Committee Chair.

3 Quorum

3.1 The quorum for any meeting of the Committee shall be 50% of its membership, including the Chair, at the time of the meeting.

3.2 The members of the Committee may participate in a meeting from separate locations by means of conference telephone or other communication equipment which allows those participating to hear each other, and shall be entitled to vote or be counted in the quorum accordingly.

4 Committee procedures

Except as otherwise stated in these Provisions, the Committee shall determine its own procedures.

5 Committee Resolutions

Other than set out in these Provisions the Committee shall reach decisions by a simple majority of those voting on the issue in question. If the numbers of votes for and against a certain proposal are equal, the Committee Chair has a casting vote.

6 Matters dealt with by the Committee

The committee is responsible for the following matters:

- 6.1 Develop organizational policies;
- 6.2 Develop business plan;
- 6.3 Oversees business performance of the company;
- 6.4 Oversees the achievement of budgets and operational plans;
- 6.5 Review the effectiveness of the internal controls environment and recommend modifications to the board as required;
- 6.6 Monitor and consider the impact of any emerging policies, legislation or regulatory requirements;
- 6.7 Review and monitoring of partnerships and relationship management;
- 6.8 Develop the Business Development Policies and Strategy;
- 6.9 Identify and evaluate new investment and project opportunities;
- 6.10 Consider new business opportunities either in terms of the evaluation, development, implications and risk of existing business to be operated on a larger scale and new business opportunities developed;
- 6.9 Make recommendations to the Board on business development plans and proposals including review of pricing and charging policies;
- 6.10 Oversee the competitive tender process in accordance with the relevant tender evaluation criteria;
- 6.13 Explore opportunities to work with other organizations to expand the network and business.

7 Notice of meetings

The Committee meeting agenda and papers should be circulated in advance prior to the Committee meeting.

8 Documentation, communication and reporting

- 8.1 Minutes of the Committee meetings are to be kept and held at the registered office of the MTSH.
- 8.2 The Committee reports to the Board.