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## 1. INTRODUCTION

The Corporate Governance Committee has been set up by the Central Water Board (the 'Board') to assist the Board in the discharge of its duties relating to corporate governance matters.

This Charter is posted on the CWA's website.

## 2. COMPOSITION

- 2.1 The Committee shall comprise at least three (3) members, all of whom shall be non-executive directors. The Chairperson and members of the Committee shall be appointed by the Board.
- 2.2 The General Manager shall be in attendance.
- 2.3 Other officers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 2.3 The Board may review the composition of the Committee at any time.
- 2.4 The Secretary to the Board (or any other officer as may be delegated by the General Manager in the absence of the Secretary) shall act as Secretary to the Committee.

## 3. MEETINGS

- 3.1 Meetings of the Committee shall be called by the Secretary at the request of the committee chairperson. The Committee shall meet at least quarterly.
- 3.2 The quorum of the meetings of the Committee shall be the Chairperson and one member present throughout the meeting.
- 3.3 Notice of each meeting, confirming the venue, date and time with the agenda of the items to be considered / discussed and supporting documents where appropriate shall be forwarded to each member of the Committee and to the officers in attendance in a timely manner to enable full and proper consideration to be given to the issues.
- 3.4 The Secretary shall keep appropriate records of all meetings of the Committee with minutes of the proceedings. The Secretary shall circulate minutes of any meeting of the Committee to all members of the Committee.

## 4. RESPONSIBILITIES

### **The committee shall:**

- ✓ Develop and recommend to the Board a corporate governance framework and a set of corporate governance guidelines.
- ✓ Review and evaluate the implementation of the corporate guidelines within the organization.
- ✓ Periodically review and evaluate the effectiveness of the organisation's Code of Conduct and Ethics.

- ✓ Ensure that an adequate process is in place for the board and senior management to be in compliance with the organisation's Code of Conduct and Ethics.
- ✓ Review the position descriptions of the chairperson, board committee chairs and recommend any amendments to the board.
- ✓ Review and recommend the implementation of structures and procedures to facilitate the board's independence from management.
- ✓ Review annually with the board the size and composition of the board as a whole and recommend, if necessary, measures to be taken so that the board reflects the appropriate balance of diversity, age, skills, gender and experience required for the board as a whole.
- ✓ Make recommendations to the board with respect to the size and composition of the committees of the board including the corporate governance committee.
- ✓ Make recommendations on the frequency, structure and functioning of board meetings and board committee meetings.
- ✓ Monitor and evaluate the functioning of committees and make any recommendations for any changes including the creation and elimination of committees.
- ✓ Develop charters for any new committees established by the board and review the charters of each existing committee and recommend any amendments to the charters.
- ✓ Review any notice given by an individual director that the director intends to retain an outside advisor at the expense of the organisation.
- ✓ Review all related party transactions and situations involving board members and refer where appropriate to the board.
- ✓ Oversee the evaluation of the board as a whole, its committees and individual directors. If the evaluation is being conducted internally, oversee board performance and report annually to the board with an assessment of the board's performance.
- ✓ Review its own performance annually.
- ✓ Ensure that an adequate process is in place for the board and senior management to comply with the Mauritian Code of Corporate Governance.
- ✓ Work and liaise as necessary with all other board committees.

## **5. REPORTING RESPONSIBILITIES**

- 5.1 The Committee chairperson shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 5.2 The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 5.3 The committee shall produce a report to be included in the annual report about its activities.

## **6. OTHER MATTERS**

### **The committee shall:**

- 6.1 have access to adequate resources in order to carry out its duties, including access to the organisation secretariat for assistance as required.
- 6.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 6.3 give due consideration to laws and regulations, the principles of the Code and any other applicable rules, as appropriate.
- 6.4 arrange for periodic reviews of its own performance and, at least annually, review its charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

## **7. Authority**

The Committee is authorised to obtain, at the Authority's expense, outside legal or other professional advice on any matters within its terms of reference, subject to prior approval of the Chairperson of the Board is obtained.

## **8. Remuneration of Members**

Every member shall be paid such remuneration and allowances from the General Funds as the Minister may determine.