

Constitutional committee charter

1. Constitution

The Constitutional Committee shall be an ad-hoc committee of the Southern Cross Medical Care Society (Society) and Southern Cross Health Society Trust (Trust) Boards established by these Boards. The committee is responsible to and will report to both of these Boards. The Committee will be disestablished once it has discharged its function.

2. Objectives

The objectives of the committee are to assist the Boards in reviewing their constitutional documentation, policies and procedures against corporate governance best practice, and making recommendations to the Boards accordingly.

The committee will make recommendations to the Society Board as to updating the form and content of the Society's Rules and Annual Report to members of the Society, and any other matters of a governance nature it is asked to review by the Society Board.

3. Membership

Membership of the committee shall comprise members of the Boards appointed by the Boards.

The number of members of the committee shall be not less than three Directors, one of whom shall be the Chairman of the Boards.

The Boards shall appoint a Chairman from the Directors appointed to the committee. The appointee shall not be the Chairman of the Boards.

4. Secretarial and meetings

The Secretary of the committee shall be appointed by the Committee Chairman.

A quorum of members of the committee shall be two.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the committee and of the Boards.

All members of the Boards shall be entitled to attend meetings of the committee.

The committee will establish a forward meeting schedule, as required.

Minutes of all meetings shall be kept.

5. Responsibilities

The responsibilities of the committee are as follows:

- Review all constitutional documentation, policies and procedures of the Society, Trust and their respective subsidiaries against corporate best practice

- Make recommendations to the Boards to amend constitutional documentation, charters, policies, procedures, Society Annual Reports, form and content of the Society Notice of Meeting for the Society's AGM, and, where appropriate, taking account of the requirements of the Society
- To consider such other matters relating to constitutional documentation, policies and procedures or governance issues as may be referred to it by the Boards of any Southern Cross Healthcare Group entity.

Relevant considerations:

The committee shall in achieving its responsibilities consider:

- The accountabilities of the Boards to ensure directors and trustees are properly discharging their duties and have appropriate procedures to deal with conflict of interest
- Recommendations that are both appropriate and pragmatic (including recommendations to streamline where possible).

6. Review of the Committee

The committee will undertake a self-review of its objectives and responsibilities and the extent to which they have been achieved and/or discharged. Such objectives and responsibilities and their attainment will also be reviewed by the Boards and any other person these Boards consider appropriate.

7. Reporting Procedures

After each meeting the chairman will report the committee's recommendations and findings to the Boards.

The minutes of all committee meetings shall be circulated to members of the Boards and to such other persons as these Boards direct.