

# **IDT Board Charter**

## **Objective**

The directors are responsible to the shareholders for the performance of the company in both the short term and the longer term and seek to balance sometimes competing objectives in the best interests of the company. Their focus is to enhance the interests of shareholders and other key stakeholders and to ensure the company is properly managed. The Board must ensure that it and the company comply at all times with the provisions of the Constitution. The Board must at all times act honestly, fairly and diligently in all respects in accordance with the law applicable to the Company.

## **Responsibilities**

The main responsibilities of the Board are :

- provide strategic guidance to the Company including contributing to the development of and approving the corporate strategy
- review and approving business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives
- Overseeing and monitoring:
  - organizational performance and the achievement of the company's strategic goals and objectives
  - progress of major capital expenditures and other significant corporate projects including any acquisitions and divestments
- monitoring financial performance including approval of the annual and half-yearly financial reports and liaison with the company's auditors
- appointment of, and assessment of the performance of, the Managing Director and the members of the senior management team
- ensuring there are effective management processes in place and approving major corporate initiatives
- enhancing and protecting the reputation of the organisation
- ensuring the significant risks facing the company have been identified and appropriate and adequate control, monitoring and reporting mechanisms are in place, and
- reporting to shareholders
- ensuring appropriate resources are available to senior management

## **Composition/Structure**

The structure and composition should ensure that:

- the Board should comprise of both executive and non-executive directors with a majority of non-executive directors. Non executive directors bring a fresh perspective to the Board's consideration of strategic, risk and performance matters.
- in recognition of the importance of independent views and the Board's role in supervising the activities of management, the independence of the Board assists in exercising independent judgment and review and constructively challenge the performance of management.

- the Chairman is elected by the full Board and is required to meet regularly with the Managing Director
- there is sufficient benefit to the company in maintaining a mix of directors on the Board from different backgrounds with complementary skills and experience
- the Board should undertake an annual Board performance review and consider the appropriate mix of skills required by the Board to maximise its effectiveness and its contribution to the company

### **Board Committees**

The Board has established a number of committees to assist in the performance of its duties and to allow more detailed consideration of issues. Current committees of the Board are the nomination, remuneration and audit committees.

### **Independent Professional Advice**

Directors and Board committees have the right, in connection with their duties and responsibilities, to seek independent professional advice at the company's expense. Prior written approval of the Chairman is required, but this will not be unreasonably withheld.

### **Meetings**

The Board meets approximately monthly throughout the year, with the majority of those meetings being held on site at the company. A full tour of the facilities is incorporated annually for all directors.