

## Charter for the Chairman of The Board of Directors

### **CHARTER FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS OF ST.LUCIA ELECTRICITY SERVICES LIMITED (Revised)**

1. **Purpose.** St. Lucia Electricity Services Limited (LUCELEC) values having a designated Non-Executive Chairman of the Board of Directors (the “Board”) who has:-
  1. Specific roles,
  2. Capable of serving in a presiding capacity,
  3. Able to provide strong leadership and to promote director dialogue in and out of meetings,
  4. Able to ensure that the responsibilities of the Board are clearly understood by both the Board and Management and that the roles between Board and Company Management are respected;
  5. Coordinate the activities of the Board, and
  6. Perform the duties and responsibilities set forth below and such other duties and responsibilities as the Board may determine from time to time.

The Non-Executive Chairman position is *inter alia* created to ensure that the Board maintains its independence from the Company’s Management.

The responsibilities and duties of the Chairman set forth in this Charter are meant to be illustrative and are not intended to exclude the responsibility or right of the Chairman to engage in such other activities as may be required or intended pursuant to the Company’s bylaws or applicable laws and regulations.

1. **Selection of the Non-Executive Chairman:** By-Law No. 1 of St. Lucia Electricity Services Limited (as amended) provides for the appointment of a Chairman of the Board of Directors. The Non-Executive Chairman shall be elected by a majority of the directors attending the meeting.
1. **Qualifications, Skills and Knowledge:** The Chairman of the Board of Directors shall be:-
  1. Professionally competent,
  2. Committed to advancing the principles of good corporate governance, stewardship and upholding high ethical standards.
  3. Capable of discharging the duties of chairmanship
  4. Accessible, approachable and available
  5. Be able to provide continuity and permanence to the appointment;
  6. Demonstrate transparency, the independence and objectivity of the office;
  7. Of impeccable character, and
  8. Has completed the Directors’ Educational Accreditation Programme or completed similar training by an institution recognized by the Company.

If possible the Chairman should be a resident of Saint Lucia.

**1. The responsibilities of the Chairman shall be to:**

1. Provide strong and effective leadership to the Board and to the Company and in so doing, shall in all cases, conform to the provisions of the Companies Act, the Articles, By Law No 1 and such regulations as may from time to time be prescribed by the Company in Special Shareholders Meeting or Annual Shareholders Meeting.
2. Promote the highest standards of corporate governance
3. Chair and conduct the ordinary and special meetings of the Board of Directors and of Shareholders to ensure that meetings are productive, participation and discussions are relevant and broad, and that decisions are fair and accurate;
4. With the assistance of the Company Secretary, prepare the draft agenda for prospective meetings to ensure that all matters pertaining to the Board's mandate, responsibilities and to statutory requirements are adequately covered;
5. Review draft minutes of meetings chaired and sign off on them when approved by the Board;
6. Assist in ensuring that the composition of the Board of Directors is balanced in terms of the requisite skills and experience required to conduct the Company's affairs;
7. To support the induction and orientation of new Directors and the development of existing Directors.
8. Ensure effective time management of Board meetings
9. Ensure active participation by all Board Members
10. Ensure the Board discharges its principal areas of responsibilities as articulated in the Board Charter.
11. Provide leadership to enable the Board to act as an effective team in carrying out its duties and responsibilities.
12. As and when required hold one-on-one meeting discussions with individual directors regarding any aspect of Board operations, performance or Company matters to include being available to discuss any pertinent issue raised by a Board member and to address issues when raised.
13. Assist the Board in its understanding of the roles between the Board and Management so that the Board does not try to fulfill Management's responsibilities and Management respects the Board's responsibilities.
14. Assist the Board in complying with and the implementation of the Board corporate governance manual (when approved).
15. Lead the process to undertake periodic and at least annual evaluation of directors and overall board performance.
16. Establish a close relationship with the [Managing Director](#), [1] providing support and advice whilst respecting executive responsibility and authority;
17. Assess in collaboration with the Human Resource Committee the performance of the Managing Director.
18. Assess the performance of the Company Secretary.

**Approved at the 180<sup>th</sup> Board of Directors Meeting held on 2<sup>nd</sup> December 2016 and replaces with immediate effect the document entitled Role of the Chairman of the Board of Directors of St. Lucia Electricity Services Limited which was approved at the 151<sup>st</sup> Board of Directors Meeting held on 7<sup>th</sup> August 2009 and amended at the 152<sup>nd</sup> Board of Directors Meeting held on 4<sup>th</sup> December 2009.**

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