

## Introduction

Forté Health is seeking to appoint an independent director to its board.

Forté Health is a private hospital designed for short stay and day stay procedures. With a focus on providing exemplary one-on-one care, Forté Health facilities offer a fresh approach to medical care, delivered in a sustainable way in a dynamic environment.

Forté Health offers four fully equipped operating theatres, a 12-bed recovery area, 22 overnight suites and two day lounges.

Forté Health has the health and wellbeing of its patients at the forefront of everything they do. This world class facility is looking at ways where they can expand this exemplary model so that a wider community can benefit from this service and expertise.

### Term of Appointment

The Shareholders Agreement specifies that independent director appointments are reviewed annually however with three such directors, the convention has been to review 1 appointment each year effectively making the appointment a minimum 3-year term.

### The Responsibilities of the Board

The principal duty of the Board is to set the strategy and overall direction of Forté Health and hold management accountable for the implementation of that strategy. The Board is ultimately accountable to its shareholders, for the performance of Forté Health.

The Board is responsible for ensuring that Forté Health strategic plans have established long-term goals consistent with Forté Health vision and values and defined strategies for achieving those goals. The Directors will monitor the effective implementation of those strategies, the continual relevance of the goals and the strategies for achieving those goals.

The Board is responsible for ensuring there is effective risk management to ensure a high standard of regulatory compliance and to ensure early proactive risk treatments to pursue opportunities and manage downside risk.

## General Competencies

- Strategic - the ability to shape strategic direction and bring a long-term sustainability perspective
- Effective Governance Culture - contributes to quality governance, support open debate, diversity, thoughtful challenge and constructive dissent. High ethical standards and integrity. Promotes effective relationships between management and governance and with shareholders and other stakeholders.
- Able to hold management to account through informed astute effective and independent oversight. Ensure purpose and strategy are understood and articulated by management. Sets risk appetite for the entity and oversees/monitors risk management.
- Ensures effective compliance with regulatory requirements, solvency, probity of financial reporting and reporting processes. Understand Directors duties and promotes compliance with the 'spirit' as well as the letter of the law.

## Specific Competencies as identified

- Significant commercial governance experience.
- High strategic capability.
- Experience with commercial structures.
- Affinity with the Forté Health shareholder and ownership model/owner expectations.
- Positive contributor to the overall board diversity.
- Mergers and acquisitions experience.

## Expectations of Directors – General

All Directors will be available to participate at Board meetings in person, or by teleconference where necessary, sometimes at short notice and to devote sufficient time to preparing for Board meetings.

## Remuneration

The Director position carries an annual fee of \$33,000 per annum (this is usually reviewed three yearly). Directors will be reimbursed for travel and other expenditure to complete their duties.

## Time Commitment

As with most Director roles the time commitment varies from month to month, but for Forté Health the Board roles normally include:

- 9 full Board meetings, scheduled on the last Monday of every second month,
- Other project based committee meetings may take place as required between these full board meetings

Forté Health Board meetings will be held in Christchurch.