



SEYCHELLES CIVIL AVIATION AUTHORITY

BOARD CHARTER

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1. INTRODUCTION

Seychelles Civil Aviation Authority (SCAA) is an administrative and financial body, which provides for the services, facilities and regulation of civil aviation activities in Seychelles with the power to do anything for the purpose of discharging or facilitating the discharge of its functions.

The Board of Directors is collectively responsible for leading and directing SCAA in its activities and to work closely with management to deliver the long-term success and sustainability of the organisation. In conducting its business, the Board of Directors should reassure itself that it has sought assurance of the operations of the organization, focusing particularly on those activities which create, sustain and protect value.

2. PURPOSE

[PEMC CCG PRI8]

The primary purpose of this Board Charter is to provide a framework of good corporate governance principles that will guide the activities of SCAA, strengthening the performance and advocating sound stewardship of its assets.

This charter sets out the key values and principles of the Board of Directors of SCAA, and its management. It provides a concise overview of the role and responsibilities of the Board of Directors, powers of the board committees, role and responsibility of management, separation of powers between the Board and management and overall good corporate governance practices.

This Board Charter is established in compliance to the documents as amended:

- Public Enterprise Monitoring Commission Act, 2013,
- Seychelles Civil Aviation Authority Act, 2005
- Code of Corporate Governance for Public Enterprises
- Policy and framework documents 2016 and 2019

In accordance with the PEMC Act 2003, Article 47(1) any provision of any written aviation law in operation before the commencement of this Act relating to the SCAA shall, to the extent that it is inconsistent with any provision of this Act, be deemed to have been amended so as to be in accord with the provision of this Act and shall have effect accordingly.

In accordance with Principle 8 of the PEMC Code of Corporate Governance the Board Charter shall be periodically reviewed and published on the SCAA website.

3. BOARD OF DIRECTORS

3.1 Composition of the Board

[PEMC Act/25] The President, in constituting a Board –

- a. shall appoint one of the non-executive Directors to be the Chairperson and another non-executive Director to be the Vice- Chairperson of the Board;
- b. shall, before appointing a person as Director, satisfy himself or herself that the person does not have an interest which is likely to prejudicially affect the discharge of that person’s functions as Director.
- c. each director should receive a letter of appointment which clearly sets out the expectations of the role including time commitment and, if appropriate, level of remuneration. Attached to the letter will be key documents, including the Code, the Board Charter and the Code of Conduct and Ethics [PEMC CCG PRI4/PRO14].

[PEMC Act/23] Except where the President and a Responsible Minister for the SCAA have otherwise agreed:

- a. The CEO shall be an ex-officio member of the Board
- b. The CEO shall not be the Chairperson of the Board
- c. The Board shall consist of not less than five and not more than nine persons including the CEO;
- d. A representative of the Ministry of Finance shall be a member of the Board
- e. A representative of the Ministry of Transport (responsible Ministry) shall be a member of the Board

The PEMC Code of Corporate Governance provides the following [PEMC CCG PRI4]:

- a. A majority of the board should comprise non-executive directors.
- b. At least three of the non-executive directors should be independent in nature.^{1 2}
- c. Non-executive directors should have sufficient time to meet their board responsibilities and should, to achieve this, be prepared to limit the number of boards on which they sit
- d. They should provide constructive challenge, strategic guidance, offer specialist advice and, collectively, hold management to account.
- e. All directors should always objectively discharge their duties and responsibilities as fiduciaries in the interests of the organisation and keep abreast of their responsibilities as a director and of the conduct and development of the organisation.

The board should have independent directors. Such directors will no longer be considered independent after a cumulative term limit of nine years [PEMC CCG PRI6/PRO4].

The Board shall comprise of a diverse mix of skills and expertise critical for effective oversight on the management of SCAA. This shall be underscored by ensuring that each member has the requisite know-how and experience, with access to the necessary tools required for their effective performance [PEMC CCG PRI4].

Board Members appointed shall meet the criteria set forth in the PEMC Act Schedule 2 and 5 [PEMC Act/24].

The current Board of Directors appointed are detailed in Annex 1.

3.2 Role of the Board

[PEMC CCG PRI2] The Board has an overarching oversight mandate that can be broadly split into four core roles:

- a. Establishment of strategy, direction and associated policies
- b. Establishment of Key Performance Indicators to monitor strategic performance and deliverables
- c. Monitoring and reporting of organizational performance
- d. Remedial action and continuous improvement
- e. Fostering its relationship with the wider environment

The above roles translate into the following responsibilities:

- a. Lead effectively and ethically as the strategic decision-making body of SCAA.
- b. Set appropriate objectives, goals, targets and indicators in conjunction with the CEO and management, against which performance can be clearly identified.
- c. Establish a Code of Conduct and Ethics for the organization and monitor its implementation by management and ensure that the policies of the Code of Conduct and Ethics should be published on the organisation's website [PEMC CCG PRI9].

- d. Ensure that a balanced, true and fair view of the State body's financial performance and financial position is made when preparing the annual report and financial statements [PEMC CCG PRI10].
- e. establish formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions and satisfy itself on the integrity of financial and narrative statements [PEMC CCG PRI11].
- f. establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the opportunities it wishes the organization to explore, and the principal risks the organization is willing to take, in order to achieve its long-term strategic objectives [PEMC CCG PRI12].
- g. Establish remuneration policies and practices should be designed to support strategy and promote long-term sustainable success [PEMC CCG PRI13].
- h. Responsible for the strategic plans and policies for effective operations and to promote the sustainability of SCAA.
- i. Establish systems to effectively monitor and control compliance with all applicable laws, regulations, governance codes, guidelines and regulations.
- j. Monitor SCAA's internal controls.
- k. Responsible for overseeing the corporate governance framework.
- l. Ensure that management actively cultivates a culture of ethical conduct and sets the values to which SCAA will adhere.
- m. Set clear roles and responsibilities in discharging its fiduciary and leadership functions.
- n. Ensure that the SCAA operates with full accountability, transparency and independence from political influence or instruction outside of the agreed provisions in the Act.
- o. Act with integrity, confidentiality and lead by example, avoiding conflict of interest.
- p. Promote SCAA's core purpose, identify opportunities, review business model and performance, for sustainable development.
- q. Ensure that its arrangements for delegation, promote independent judgment and assist with balance of power between Board and management for the effective execution of SCAA's role [PEMC CCG PRI2/PRO2].
- r. Understand the legal and regulatory context within which the board operates, and the compliance obligations which need to be met; create a culture which supports management in meeting the Public Enterprise's obligations; and view a positive attitude to compliance as a means of offering reassurance to the Public Enterprise's key stakeholders, therefore constituting a source of strength and, where appropriate, competitive advantage [PEMC CCG PRI2/PRO2].
- s. Ensure the controls framework is healthy and fit for purpose; acknowledge that weak controls pose a major risk for fraud to occur within the Public Enterprise; seek reassurance from management that the controls framework is being implemented in a way that achieves its purpose without restricting the Public Enterprise's ability to create value [PEMC CCG PRI2/PRO2].
- t. Be accountable to its business partners, particularly those that provide the organisation's funding; accept that accountability generates positive sentiment among stakeholders; promote strong communications with, and disclosure, to those stakeholders; ensure the integrity of the Public Enterprise's non-financial and financial reporting to those stakeholders [PEMC CCG PRI2/PRO2].
- u. Accept that the board has a leadership role; that management looks to the board for signals of intention, and therefore consciously and explicitly seeks to encourage a strong performance culture, which will drive a process of value creation without exposing the Public Enterprise to unacceptable levels of risk of value destruction [PEMC CCG PRI2/PRO2].
- v. Setting the tone and culture of the organisation, and for driving ethical behaviour, lies with the board working closely with the CEO [PEMC CCG PRI9/PRO2].

3.3 The Board and Management

3.3.1 Working Arrangements

In exercise of this role, effective oversight over the management team and its activities is paramount. This requires the board to maintain a reasonable arms-length distance from management, and to ensure that, supported by the management team, it satisfies its fiduciary duty to place the interests of the entity, or organization, first [PEMC CCG PRI1/PRO6].

The management of SCAA has a duty to provide its board with all necessary information in the form required by the Board such as weekly and monthly reports to enable the board to perform their duties to a high standard. The board should take all necessary steps to make themselves aware of any relevant information and access all information as necessary [PEMC CCG PRI1/PRO9].

The Board shall ensure that there is established a clear escalation policy and procedure so that contentious issues are brought to the board for its consideration necessary [PEMC CCG PRI1/PRO10].

3.3.2 The board's relationship with the CEO and management team

[PEMC CCG PRI1/PRO5], [PEMC CCG PRI2/PRO1]

The board should:

- a. Work closely with the CEO and the management team, which is responsible for the running of the organisation, to ensure the organisation achieves its objectives. A healthy relationship between the board and management is an essential feature of a well-governed organisation.
- b. Prioritise strategy formulation to maximise value creation; agreeing with management the board's role in terms of involvement with, and oversight of:
 - i. the strategic vision;
 - ii. development of the strategy; and
 - iii. crafting of the business model.
- c. Understand where value lies in the business model, and the Public Enterprise's strengths and points of differentiation; provide direction, and monitoring, and hold management to account, for execution of the business plan, using appropriate non-financial and financial KPIs; and compensate management through a system which clearly links rewards to outcomes.
- d. Have a clear view of the opportunities and risks associated with the Public Enterprise's activities, and how much risk it is prepared to take (its risk appetite) for the Public Enterprise to achieve its objectives; and achieve effective oversight of the system for managing risks to the delivery of the strategy.
- e. Ensure, through oversight of the budget, that management has sufficient resources in place to 'do the job'; champion the fact that the Public Enterprise's people, its human capital, is a differentiator; and ensure that there is a solid succession plan for developing the executive pipeline, and for managing talent.

3.4 Accountability of Board of Directors

The Board of Directors are accountable to the shareholders of SCAA and its stakeholders.

As Directors, the Board should be responsible and accountable for achieving SCAA's mandate.

3.5 Board obligations toward Government as the shareholder and PEMC

[PEMC CCG PR14], [PEMC CCG PR110/PRO1], [PEMC CCG PR110/PRO4]

The Board shall prepare and deliver to the Responsible Minister and the PEMC, a **statement of corporate intent (SCI)** not later than one month after the commencement of each consecutive third financial year an updated statement of corporate intent in respect of the financial year in which it is delivered and in respect of each of the immediately following two financial years [PEMC Act/34].

The SCI shall set out the approved mission, vision and values statement of the SCAA [PEMC CCG PR18/PRO4].

[PEMC Act/36] The Board shall within three months after the end of its financial year prepare an **annual report** on its operations which, together with a copy of its annual audited accounts as well as any report by the auditors on its management and accounting practices, shall be submitted to-

- a. the Minister of Finance;
- b. the Responsible Minister; and
- c. the Commission.

The approved annual report of a Public Enterprise shall be published and made available to all stakeholders.

[PEMC Act/36] The Board shall within fifteen days after the end of every month, submit to the PEMC in such form as the PEMC may determine, a **statement of the financial and operational performance** of the SCAA during that month including details of debt performance.

[PEMC Act/39] The Board shall submit to the PEMC at such time during a financial year as the PEMC may determine estimates of the **profit and loss capital expenditure and cash flow and balance sheet projections** in respect of the next financial year of the SCAA.

[PEMC Act/40] The Board shall provide the PEMC with any other information, not specified in the PEMC Act, but necessary for the implementation of the Act requested in writing by the PEMC.

3.6 Duties and Liabilities of the Board of Directors

3.6.1 Legal Duties and Liability

[PEMC CCG PRI1/PRO1] Each Board of Director shall deliver their duties and be liable as Director as stipulated in Schedule 5 of the PEMC Act.

3.6.2 Fiduciary Duty

[PEMC CCG PRI1/PRO3] Each Board of Director shall have the fiduciary duty to act with honesty, loyalty, confidentiality, integrity, independence, diligence, avoid conflicts of interest, lead by example and promote the desired culture.

Directors are required to devote sufficient time to enable them to discharge their responsibilities by committing around 5 hours for monthly Board meetings, 2-3 hours for Board Committee meetings every quarter or as required, and 2 hours in the preparation and reading for Board meetings [PEMC CCG PR18/PRO3].

3.6.3 Statutory Duty

[PEMC CCG PRI1/PRO4] The Board shall collectively have the statutory duty to ensure that the SCAA is compliant with relevant laws and regulations, including statutes pertaining to public procurement and public financial management.

3.6.3 Auditing, reporting and disclosure duty

- a. The Board is required to inform all the stakeholders and SCAA on the financial status of its operation. This shall be through annual reports containing sufficient details and disclosure of all of SCAA's activities which shall be tabled in the National Assembly and published on the SCAA's website.
- b. The Board shall cause to be kept proper accounts and other books and records. The Accounts of SCAA shall be audited by the Auditor General. The accounts are to be prepared under the International Financial Reporting Standards (IFRS) [PEMC CCG PRI10/PRO3].

3.7 **Delegation of Authority**

- a. Effective governance of SCAA requires management to be involved in all significant decisions and to be accountable to the Board with all delegated authorities emanating from the Board.
- b. The CEO must raise with the Board any matter of significance affecting SCAA which requires the Board's attention, including any matters which exceed the delegated authority of management.

3.8 **Access to Information and Independent Advice**

- a. The Board may from time to time, require independent legal, financial, governance or other expert advice. To facilitate this, the Board may obtain external advice, as required and shall invite senior management to provide technical advice as needed.
- b. The Board shall establish procedures for access to relevant, accurate and complete information and professional advice in order to discharge its duties effectively.

3.9 **Board Director Training**

[PEMC CCG PRI4/PRO12], [PEMC CCG PRI4/PRO13], [PEMC CCG PRI6/PRO9]

- a. Each Board Director shall participate in an induction program that is tailored to effectively orient them to SCAA's business, strategy, objectives, policies, procedures, and the senior management. The induction shall also include all the necessary information required by the Trustees for effective performance on the Board.
- b. New Board Directors shall be introduced to their fiduciary duties and responsibilities as well as any other aspects that are unique to SCAA.
- c. The Board shall ensure adequate Board development through continuous training to update and refresh skills/knowledge so as to keep the Board well informed on critical information pertinent to SCAA and corporate governance environment either in advance, or within the first year, of serving on a board – unless they can provide evidence of previous knowledge of, or experience gained in, this discipline.
- d. The Board may identify training needs required specifically for understanding the activities of SCAA.

3.10 Board Meetings

[PEMC Act/Sch.3], [PEMC CCG PRI1/PRO2]

- a. The Board
 - i. Shall hold an annual Meeting not more than 3 months after the close of the financial year to:
 - aa. consider and approve the report of the Board, the audited financial statements and the auditor's report for the financial year
 - bb. make recommendations on the payment of dividends to Government
 - cc. deal with any financial or other matters
 - ii. shall hold a special meeting not more than 2 months prior to the close of each financial year of the Public Enterprise in order to consider and approve the budget and the calendar of ordinary meetings (of which there shall be at least one every 3 months) of the next following financial year; and
 - iii. shall in addition to the meetings referred to in paragraphs (i) and (ii), hold ordinary meetings:
 - aa. in accordance with the calendar of meetings approved under paragraph (ii); but the Board may at any of its meetings amend the calendar provided that it holds at least one meeting every 3 months;
 - bb. when directed in writing (stating the reason for the calling of the meeting) by the Responsible Minister; or
 - cc. at the request in writing (stating the reason for the calling of the meeting) of any two Directors.
- b. Where a meeting is convened in accordance with subparagraph (iii) (bb) or (cc) the notice of the meeting shall state the purpose of the meeting.
- c. It is established good practice for the Chair to hold meetings with the non-executive directors without the executives present [PEMC CCG PRI4/PRO8].

3.11 Code of Conduct

- a. The Board shall adopt the Board Charter as its Code of Conduct.
- b. SCAA shall adopt effective whistle blowing mechanisms that encourage staff and other stakeholders to bring out information helpful in enforcing good corporate governance practices.

3.12 Proceedings of the Board

- a. The Board shall meet for the dispatch of business at such times and places as the Chairman may from time to time establish of the [SCAA Act/10 (1)].
- b. Board discussions should be properly recorded in minutes to provide a thorough record of board discussion and the rationale behind decisions taken [PEMC CCG PRI1/PRO11].
- c. Where directors have concerns which cannot be resolved about the running of the organisation, or a proposed action, they should ensure that their concerns are recorded in the board minutes [PEMC CCG PRI4/PRO9].

3.13 Board Meeting Attendance

All members of the Board are required to attend all meetings [PEMC CCG PRI4/PRO6].

- a. Members absent from three consecutive meetings or without leave of the Minister will cease to be a Director of the Board [SCAA Act/5 (a)].
- b. They should notify the Chairperson and the board secretary of any absence, and the board should consider whether any such absence is acceptable [PEMC CCG PRI4/PRO6].
- c. A record should be kept of individual director’s attendance and (where relevant) voting record [PEMC CCG PRI4/PRO7].
- d. Any Director who is employed by or has a substantial interest in an organization, the activities of which are subject to the supervision of the Authority, is an undischarged bankrupt or has made an arrangement with that person’s creditors, has been sentenced to imprisonment for a term of not less than 6 months and has not received a free pardon will immediately cease to be a Board Director of SCAA [SCAA Act/Sect.7].

3.14 Board Decisions

The Board shall comply decision-making process which generates well-informed, high-quality, strategic decisions, based on a clear line of sight into the business, and achieve clarity in decision processes and authorities [PEMC CCG PRI2/PRO3].

The decisions of the Board shall be taken by the vote of a simple majority of members present at the meeting and in the event of an equality of votes on a matter before the Board, the Chairman shall have a casting vote.

3.15 Quorum

The quorum for a meeting of the Board shall be as follows [PEMC Act/Sch.3]:

Total Number of members	Quorum
5	3
6	4
7-8	5
9	6

3.16 Independence of the Board

- a. Directors shall be independent from SCAA and the parent Ministry and any decisions taken should be fair, un-biased and not in the personal interest of the members.
- b. Board meetings should be conducted in private, and all board business should be considered confidential, and not for discussion outside the boardroom [PEMC CCG PRI1/PRO12].
- c. Board sittings, deliberations and resolutions shall be independent from SCAA and the parent Ministry.

3.17 Board Member Grievance and concerns

- a. Board member grievances shall be directed professionally and formally to the Chairman.
- b. In the case of unsatisfactory resolution, the Chairman may convene a panel including the Vice Chairman.
- c. Board Member concerns in regards to the Chief Executive Officer’s or the SCAA’s performance shall be directed professionally and formally to the Chairman.

3.18 Board Performance and Evaluation

Board performance and evaluation shall be performed as follows [PEMC CCG PRI4/PRO7]:

- a. A professional evaluator is identified to conduct this activity every 3 years based on a set of criteria drawn up by the Board following Key Performance Indicators extracted from the PEMC Act and Guidelines as well as the Board Charter.
- b. The Board Secretary once a year based on a set of key performance indicators extracted from the Board Charter.
- c. The Board's report on its implementation of the PEMC Code of Corporate Governance will be contained within the Annual Report [PEMC CCG PRI14/PRO2].

3.19 Resignation of a Director

On resignation, a non-executive director should provide a written statement to the Chair, for circulation to the board, if they have any such concerns [PEMC CCG PRI4/PRO10].

If a member resigns, dies or has the appointment revoked or otherwise vacates office before the expiry of the term for which the member has been appointed, the Minister may appoint a person to fill the vacancy for the residue of the term for which the vacating member was appointed [Section 6 of the SCAA Act/Sect. 6 of Schedule].

3.20 Board Fees

Non-Executive Members of the Board shall be paid such allowances and fees as may be proposed by the Board and approved by the Public Sector Commission.

4. CHAIRPERSON AND CHIEF EXECUTIVE

[PEMC CCG PRI1/PRO7] Whilst the Chairman and Chief Executive are collectively responsible for the leadership of the SCAA and for promoting the highest standards of integrity and probity, there is a clear and effective division of accountability and responsibility between the Chairman and the Chief Executive and each plays a distinctive role but complementing each other to ensure that there is a balance of power and authority and no individual has unfettered powers of decision and control [PEMC CCG PRI1/PRO8].

The positions of Chairperson and CEO should be held by different individuals [PEMC CCG PRI3/PRO8] and a CEO should not go on to be Chair of the same organization [PEMC CCG PRI3/PRO9].

4.1 Role of the Chairperson

4.1.1 Scope

The Chairperson is to provide leadership to the Board of Directors, who sets policy and to whom the Chief Executive is accountable. The Chairperson is to help guide and mediate Board actions with respect to organizational priorities and governance concerns.

4.1.2 Purpose

As Head of the top management body of the entity, the Chairperson is legally responsible for oversight in the exercise of the entity's statutory powers and functions, and accordingly works with all the Board members and the Chief Executive in achieving the entity's mission and mandate.

4.1.3 Key Accountability

The Chairperson is to strive for improved accountability and transparency of the entity, to gain the respect of its customers, current and potential, in that the entity is operationalising its functions diligently, economically, transparently and safely as possible.

4.1.4 Core Responsibilities

The Chairperson:

- a. Is responsible for the board's overall effectiveness in directing, and controlling, the activities of the organisation [PEMC CCG PRI3].
- b. Should display high standards of integrity and probity and set expectations regarding culture, values, and behaviours for the organisation and for the tone of discussions at Board level [PEMC CCG PRI3/PRO1].
- c. Shall ensure a constructive boardroom relationship with the Chief Executive [PEMC CCG PRI3/PRO3].
- d. Should demonstrate objective judgement throughout their tenure, and promote a culture of openness and debate [PEMC CCG PRI3/PRO4].
- e. Facilitate constructive board relations and the effective contribution of all directors [PEMC CCG PRI3/PRO5]
- f. Sets the board schedule of meetings and agenda in discussion with Chief Executive and Board Secretary, to take full account of the important issues facing the SCAA and the concerns of all Directors ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues, and ensures that directors receive accurate, timely and clear information [PEMC CCG PRI3/PRO6]
- g. Manages the interface between board and management and, externally, ensures appropriate steps are taken to provide effective communication with stakeholders, and that their views are communicated to the board as a whole [PEMC CCG PRI3/PRO7]
- h. Chair meetings of the Board, after developing the agenda with the Chief Executive.
- i. See to the oversight of policies, strategic plan and annual plans, procedures and program planning and evaluation
- j. See that the Chief Executive Officer tables the proposed corporate plan, strategic plan and annual operating/business plan and performance targets for discussion and approval.
- k. Provide for through the Board, financial oversight and stewardship, and monitors financial planning and financial reports, including adoption and oversight of the annual budget; ensuring at all times that the strictest standards of financial propriety, regularity and value-for-money are met in the entity's use of funds;
- l. Review and evaluate quarterly activity/program reports and Annual reports on the performance of the organization in achieving its mission, and securing value-for-money in its operations;
- m. Ensure personnel evaluation and staff development takes place on a regular basis
- n. Discuss issues confronting the organization with the Chief Executive and together find alternative solutions for continued smooth operations of the entity
- o. Review with the Chief Executive any issues of concern to the Board
- p. Formally evaluate the performance of the Chief Executive and management and informally evaluate the effectiveness of the Board members
- q. Ensure that the SCAA is audited and the report tabled at one to the Board meetings for discussion
- r. Assist in promoting the entity
- s. Appoint the chairpersons of committees, in consultation with other Board members, should the need arise, and may serve as an ex officio member of a committee and attends their meetings when invited.
- t. Ensures that the strategies and policies agreed by the Board are effectively implemented by the Chief Executive and the management.

4.1.5 Facilitative Responsibilities

- a. Provides ethical tone, leadership and governance of the Board so as to create the conditions for overall Board's and individual Director's effectiveness, and ensures that all key and appropriate issues are discussed by the Board in a timely manner.
- b. Promotes effective relationships and open communication, and creates an environment that allows constructive debates and challenges, both inside and outside the boardroom, between Board Directors and the management.
- c. Ensures that the Board as a whole plays a full and constructive part in the development and determination of the SCAA's strategies and policies, and that Board decisions taken are in the SCAA's best interests and fairly reflect Board's consensus.
- d. Work closely with the Chief Executive in a 'bridge' role between the Board and the executive management team.
- e. Ensures that the Board is properly briefed on issues arising at Board meetings and receives, in a timely manner, adequate information which must be accurate, clear, complete and reliable, to fulfill its duties, such as reports on the SCAA's performance, the issues, challenges and opportunities facing the SCAA, and matters reserved for it to make decision.
- f. Arranges informal meetings of the Directors at least annually, including meetings of the Non-executive Directors at which the Chief Executive is not present, and ensures that sufficient time and consideration is given to complex, contentious or sensitive issues.
- g. Ensures that there is effective communication with shareholders, and that each Director develops and maintains an understanding of the stakeholders' views.

4.2 **Role of the Vice-Chairperson**

4.2.1 Scope

The Vice Chairperson is to provide knowledge and skills to the Board of Directors, to review policy and see to organizational priorities and governance concerns; Reports to the Board's Chair. In addition, the Vice Chair performs Chair responsibilities when the Chairperson is not available.

4.2.2 Purpose

As Head of the top management body of the entity, the Vice-Chairperson is legally responsible together with all other Board Members, for the oversight of the entity and accordingly works with all the Board members and the Chief Executive in achieving the entity's mission and goals.

4.2.3 Key Accountability

The Vice Chairperson is to strive for improved accountability and transparency of the entity, to gain the respect of its customers, current and potential, in that the entity is operationalising its functions diligently, economically, transparently and safely as possible.

4.2.4 Core Responsibilities

The Vice-Chairperson shall:

- a. Work closely with the Chairperson and Board members to see to the oversight of policies, strategic planning, procedures and program planning and evaluation.
- b. Provide for financial oversight and monitor financial planning and financial reports, including adoption of the annual budget.
- c. Ensure personnel evaluation and staff development takes place on a regular basis;
- d. Review and evaluate annually organizational and program reports on the performance of the entity in achieving its mission.

- e. Together with the Chairperson and CEO discuss issues confronting the entity and collaboratively find alternative solutions for continued smooth operations;
- f. Assist the Chairperson in evaluating the performance of the Chief Executive Officer and management;
- g. Assist in promoting the entity;
- h. Appoint the chairpersons of committees, and may serve as an ex officio member of a committee and attends their meetings when invited.

4.3 Role of the Chief Executive Officer (CEO)

The Chief Executive Officer reports directly to, and is accountable to, the Board of Directors for the performance of a company.

[PEMC CCG PRI3/PRO3] The role of the CEO as an ex-officio Board member is to:

- a. Leads the management in the day-to-day running of the SCAA's business in accordance with the business plans and within the budgets approved by the Board.
- b. Ensures that the SCAA has in place senior executives of such disciplines, expertise, skills and experience as are required to implement the SCAA's strategy and to identify and effectively respond to the opportunities and challenges which present from time to time;
- c. Ensures that all appropriate mechanisms are in place effectively to report on the company's actual and forecast performance against its objectives and on the implementation of its strategy;
- d. Sets and monitors the achievement of objectives for senior executives and their contribution for the SCAA's business and business units and their performance, ensuring that such objectives support the company's overall business strategy.
- e. Leads the management to ensure effective working relationships with the Chairman and the Board by meeting or communicating with the Chairman on a regular basis to review key developments, issues, opportunities and concerns.
- f. Implements, with the support of the management, the strategies and policies as approved by the Board and its committees in pursuit of the SCAA's objectives.
- g. Develops and proposes the SCAA's strategies and policies for the Board's consideration.
- h. Maintains regular dialogue with the Chairman on important and strategic issues facing the Group, and ensures bringing these issues to the Board's attention
- i. Ensures that the management gives appropriate priority to providing reports to the Board which contain relevant, objective, accurate, timely and clear information necessary for the Board to fulfill its duties.
- j. Ensures that the Board, especially the Chairman, is alerted to forthcoming complex, contentious or sensitive issues affecting the SCAA.
- k. Leads the communication programme with our stakeholders including shareholders.
- l. Conducts the affairs of the SCAA in accordance with the practices and procedures adopted by the Board and promotes the highest standards of integrity, probity and corporate governance within the SCAA.

5. THE BOARD SECRETARY

[PEMC Act/25(2)], [PEMC CCG PRI5]

The Chairperson, in consultation with the Board, shall appoint a person to be the secretary of the Board.

The Board Secretary shall be suitably qualified and competent and through the Chair, promote good governance.

The Board Secretary has the following responsibilities:

- a. Ensuring that accurate minutes of meetings are taken and approved.
- b. Ensures that the Board minutes and documents presented and discussed at Board level are filed and made available when required by authorized persons. These records may include founding documents, (e. g. Act/articles of incorporation), lists of directors, committee meeting minutes, financial reports, and other Board records.
- c. The Board Secretary ensures that proper notification is given of directors' meetings as per meeting schedule, requests items for the agenda and circulates papers. The Board Secretary manages the general correspondence of the Board of Directors except for such correspondence assigned to others.
- d. Ensure that the board has the policies, processes, information, time and resources it needs in order to function effectively and efficiently.
- e. Help the board and its committees function effectively, manage all board and committee meeting logistics, attend and record minutes of all board and committee meetings, and facilitate board communications.
- f. Ensure the timely distribution of meeting papers; advise the board on its roles and responsibilities; facilitate the orientation of new directors and assist in director training and development; monitor governance developments; and assist the board in applying governance practices to meet the board's needs and stakeholders' expectations.
- g. Not simply carry out his or her technical duties but will also act as governance adviser to the board, helping the directors individually, and the board collectively, achieve high levels of governance performance.

All members of the board should have access to the services and advice of the board secretary, particularly on matters relating to governance.

The board secretary will be expected to take the Advanced training in Corporate Governance either in advance, or within the first year, of taking up the role.

He or she will also be expected to consider studying for the internationally-recognised qualification provided by the Institute of Chartered Secretaries and Administrators: The Governance Institute.

6. BOARD STANDING COMMITTEES

The Board may set up committees to assist the Board in regard to investment, audit, administration and other matters, and determine the terms of reference of such committees [PEMC Act/28].

Involvement in committees allows directors to deepen their knowledge of the organisation, become more actively engaged and fully utilise their expertise and experience.

Some Board oversight mandates are more complex nature that they demand substantially more time than a Board can commit to during the course of one or two board meetings. Board committees may more effectively deal with such complex or specialised issues and use directors' time more efficiently. Committees make recommendations for action to the full board, which retains collective responsibility for decision making.

The following shall apply to the Committees

- a. The Board shall appoint the Chairpersons of these Committees and shall approve appropriate terms of reference for the individual Committees.
- b. The Committees through its Chairperson shall report to the Board on matters referred to it by the Board and on the proceedings following each meeting of the committee. The report shall include findings, minutes, matters identified for specific recommendation to the Board, action points and any other issues as deemed appropriate.
- c. The Committee shall support and make recommendations to the Board and the Management of SCAA on matters put forward for its consideration.
- d. The Committees shall liaise with each other in so far as it is expedient to effectively perform their different roles.
- e. The Board remains collectively responsible for the decision of any committee and shall review the effectiveness and performance of Committees annually.
- f. Each Board Committee is to have its own individual Terms of Reference or Charter.

The following Standing Committees are established:

- a. Organizational Development
- b. Audit, Risk and Compliance
- c. Finance and Investment
- d. Airport and Ancillary Services
- e. Safety and Security Oversight
- f. Legislation

6.1 Organizational Development

6.1.1 Establishment

The Organisational Development Committee is established to oversee on behalf of the Board of Directors, the alignment of organisational strategies, structures, people, rewards, metrics, performance and management processes for organisational efficiency, resilience and capability. It is also tasked with the task of succession planning and the appointment of board members, including the future Chairperson and CEO [PEMC CCG PRI6/PRO5].

6.1.2 Responsibilities

The work of the committee shall be undertaken under four categories as follows:

- a. Human process initiatives that include team building, interpersonal and group process approaches, and coaching.
- b. Techno-structural initiatives that include restructuring organizations (for example current and new mandates, job design, flexible work design, right-sizing, organisational process engineering, total quality management).
- c. Human resource management initiatives that include employee engagement, employee experience, performance management, employee growth and development, succession planning, coaching and mentoring, career development, and diversity awareness.
- d. Strategic initiatives that include organization change and transformation, culture change, leadership development, and attraction and retention initiatives.

6.2 Audit, Risk and Compliance

6.2.1 Establishment

[PEMC CCG PRI11], [PEMC CCG PRI12]

The purpose of the audit & risk committee provides a structured, systematic oversight of SCAA's governance, risk management, and internal control practices. The committee assists the Board and management by providing advice and guidance on the adequacy of SCAA's initiatives for:

- a. Values and ethics
- b. Governance structure
- c. Risk management
- d. Internal control framework
- e. Oversight of the internal audit activity, external auditors, and other providers of assurance
- f. Financial statements and public accountability reporting.

In broad terms, the audit & risk committee reviews each of the items noted above and provides the board with independent advice and guidance regarding the adequacy and effectiveness of management's practices and potential improvements to those practices.

6.2.2 Responsibilities

The audit & risk committee charter sets out the authority of the audit & risk committee to carry out the responsibilities established for it by the board as articulated within the audit & risk committee charter. In discharging its responsibilities, the audit & risk committee will have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. The committee also will have unrestricted access to records, data, and reports. If access to requested documents is denied due to legal or confidentiality reasons, the audit & risk committee and/or CEO will follow a prescribed, board approved mechanism for resolution of the matter.

The audit & risk committee is entitled to receive any explanatory information that it deems necessary to discharge its responsibilities. SCAA's management and staff should cooperate with audit & risk committee requests.

The audit & risk committee may engage independent counsel and/or other advisors it deems necessary to carry out its duties.

The audit & risk committee is empowered to:

- a. Appoint, compensate, and oversee all audit and non-audit services performed by auditors, including the work of external auditor who may be appointed under the SCAA Act.
- b. Resolve any disagreements between management and the auditor regarding financial reporting and other matters.
- c. Pre-approve all auditing and non-audit services performed by auditors.

6.3 Finance, Investment, Airport and Ancillary Services

6.3.1 Establishment

[PEMC CCG PRI10]

The Finance, Investment Airport and Ancillary Services Standing committee is established to oversee on behalf of the Board of Directors:

- a. SCAA's financial position and performance and financial strategy ensuring that the governing body discharges its financial responsibilities correctly and that the institution remains financially viable at all times.
- b. SCAA's strategic decisions pertaining to capital investment and development aimed at enhancing the effectiveness and efficiency of the Authority.
- c. To ensure that the SCAA is maximising all of its revenue generating opportunities by making use all available resources as well as the latest developments and solutions to exploit all the current and potential airport and ancillary services in the interest of maintaining focus on its strategic objectives.
- d. To assist the Board with discharging its responsibilities in reviewing, approving and monitoring the airport operation and ancillary services' sales and investment decisions to enhance the effectiveness and efficiency of the Authority thereby supporting its strategic objective and development.

6.3.2 Responsibilities

- a. Provide direction to the Board for fiscal responsibility. Alongside this is the responsibility for future long-term planning and the development of strategies to back up the plan.
- b. Review of the organisations' Chart of Accounts, ongoing review revenue and expenditure, balance sheet, investments and other matters related to its continued solvency.
- c. Ensure that the management accounts information and statutory report is in a format to which enables it to discharge its responsibilities and in line with regulatory requirements
- d. Review the annual budget and statement of corporate intent and submit it to the Board for approval.
- e. Monitoring & ensuring proper budget monitoring takes place and that SCAA's finance team take corrective action to address issues such as potential overspending arising during the year.
- f. Ensure the maintenance of an appropriate capital structure and assess the Authority's projected capital needs and financing options.
- g. Oversee the maintenance of Organisational-wide assets, including prudent management of Organisational investments and risk exposure. This includes
 - i. Review development policies, plans and monitor the implementation of the approved developmental policies, plans and activities of the Authority.
 - ii. Monitor the financing arrangements related to its major and strategic development projects.
 - iii. Review the proposed Annual Capital Expenditure Budget, and other proposed investment projects in excess of SCR 1.0 million.
 - iv. Monitor expenditures under the Annual Capital Expenditure Budget, and other projects.
- h. Have an oversight on the mandate of the commercial department and airport operations covering specifically areas of airport and ancillary services, namely; air transport business, airport business development, marketing and customer experience.
- i. Review proposed and negotiated contracts and concessionary arrangements to ensure it support the strategic development of the authority.
- j. Review the commercial department and airport operations plans and targets.
- k. Guide in policy development of airport and ancillary services.
- l. Review and monitor actual performance of the departments against KPIs and analyse variance.
- m. Review any proposed airport and ancillary related services expenses in excess of SCR500,000.
- n. Review budget expenditure on a quarterly basis.

6.4 Safety and Security Oversight and Legislation

6.4.1 Establishment

The Safety and Security Oversight Committee is established to oversee on behalf of the Board of Directors,

- a. the effective implementation of:
 - i. ICAO Universal Safety Oversight Audit Programme
 - ii. ICAO Universal Security Oversight Audit Programme
 - iii. State Safety Programme
 - iv. SCAA Safety and Security Oversight Programme
- b. to review and provide recommendations to the Board and the Ministry on matters relating to aviation primary legislation, regulations and technical standards.

6.4.2 Responsibilities

- a. To have a comprehensive overview of the Depts Audit Corrective Action Plan Approval Status and Audit Findings Closure Status to ensure SCAA achieve, as a minimum, the Abuja Safety Target and the world average with regards to the ICAO Universal Safety Oversight Audit Programme (USOAP) effective implementation score.
- b. To have a comprehensive overview of the Depts Audit Corrective Action Plan Approval Status and Audit Findings Closure Status with regards to the ICAO Universal Security Oversight Audit Programme (USAP) effective implementation score.
- c. To have a comprehensive overview of the implementation of the State Safety Programme and aviation safety trends in regards to accidents, serious incidents and mandatory occurrences.
- d. To have a comprehensive overview of the Depts Safety and Security annual oversight plan, effective implementation and significant Findings.
- e. To monitor milestones and identify challenges the Dept is facing in regards to effective implementation and propose any relevant support at Board level.
- f. Provide a status report using ICAO source data to the Board on progress, challenges and achievement of the committee including implementation of the action plan during each board meeting.
- g. Review proposed legislative changes that have been directed to the committee from the Authority, Ministry or the Board.
- h. Provide advice and recommendations on proposed legislative changes that have been directed to the committee from the Board, Board committees or the Authority.
- i. Identify priorities for change within the legislation review planning cycle.
- j. Determine if broader external stakeholder consultation is required.
- k. Approve final draft of proposed legislation/policy prior to presentation to the Board.
- l. Presents revised legislative documents to the Board for approval.

6.5 Committee Authority

The Committee shall report to the Board at each Board Meeting succeeding any meeting of the Committee. The Committee shall support and make recommendations to the Board and the Management of SCAA on matters put forward for its consideration.

6.6 Composition of the Committee

The Board will appoint the Committee comprising of at least two members with due regard to areas of expertise and experience:

The Chairperson of the Committee shall be nominated by the Chairman and approved by the Board from amongst the members of the Committee.

The Secretary of the Committee shall be nominated by the Chairperson of the Committee from one of the members of the Board nominated to the Committee.

6.7 Committee Proceedings

The Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in that regard.

There should be at minimum four (4) meetings annually and wherever possible.

The committee Chairperson shall preside at all meetings of the Committee and, in consultation with the other Committee members, shall set the frequency and length of each meeting of the Committee and the agenda of items to be addressed at each meeting. The Committee Chairperson may designate a member of the Committee to preside over a meeting during his/her absence.

One week prior to every meeting, the Chairperson, with the assistance of Board Secretary, who will be the Committee Secretary, shall prepare and distribute to the committee members and others deemed appropriate by the Chairperson, an agenda of matters to be addressed at the meeting.

Matters under consideration of the committee may be undertaken through the use of electronic means (emails, telephones, etc.).

Non committee members may be invited to attend meetings of the Committee on a non-voting basis, upon invitation of the Chairperson to provide information to the committee.

The Committee shall keep adequate minutes of all its proceedings, and will report through the Committee Chairperson to the Board following meetings of the Committee.

6.8 Notice of meetings

Meetings of the Committee shall be called by Chairperson of the Committee confirming:

- a. The date and time of the meeting;
- b. The venue of the meeting;
- c. The agenda of the topics to be discussed together with the supporting documents.

6.9 Minutes

The secretary shall minute the proceedings and decisions of all meetings of the Committee. The minutes of the meetings of the Committee are to be approved by the Chairperson and provided to the Chairman and Board Secretary necessary [[PEMC CCG PRI1/PRO10](#)].

7. BOARD POLICIES

7.1 Conflict of Interest Policy

Each Board member shall ensure compliance with the following Conflict of Interest Policy:

- a. A conflict of interest arises when there is a relationship which exists which could result in the Board or Committee member being perceived as being biased either for or against the topic of discussion.
- b. In the event of a conflict of interest, the interested Director of the Board shall:
 - i. Declare any interests at the beginning of the Board meeting, that may give rise to potential or perceived conflict that could interfere with exercise of objective judgment of any item on the agenda
 - ii. During deliberations, prior to any vote on the issue, declare if any, the conflict of interest to the Chair or Board as a whole.
 - iii. Refrain from voting in relation to the matter.
 - iv. Withdraw from the meeting when the matter is discussed if requested to do so by a simple majority of the members present and voting at the meeting.
- c. A "Register of Declared Conflict of Interest" shall be maintained by the Board Secretary
- d. The personal interests of a Director of the Board, or of people closely associated with that Trustee, should not take precedence over the interests of SCAA.
- e. Any Director who is appointed to the board as the representative of an organization, should understand that the duty to act in the best interests of SCAA remains paramount rather than that of the organization.
- f. Conflicts (whether real or perceived) should be disclosed in good time and in full detail to the board and then appropriately managed.

7.2 Confidentiality Policy

- a. All proceedings of the Board shall be confidential. This may include information from presentations, opinions expressed by attendees at the Board meetings and those expressed by fellow Board Directors.
- b. All Directors have to sign the "Confidentiality and Conflict of Interest Agreement" of SCAA.
- c. In the case of a breach by a Director, the Board will determine what steps may be necessary or desirable to give effect to the terms and provisions of this agreement. This may include the return and/or destruction of documents, information, files, emails and the like that came to be in his/her possession during his/her tenure as a Board- and/or Committee member, upon resignation or removal from such a position.

7.3 Policy on schedule of matters reserved for Board Decision

[\[PEMC CCG PRI1/PRO2\]](#), [\[PEMC CCG PRI8/PRO2\]](#)

The following schedule of matters are reserved for Board Decisions.

7.3.1 Organisational Matters

- a. Advertising, recruitment and promotion to Level one post holders
- b. Organisation's Corporate Structure
- c. Chief Executive and Level one management performance evaluations
- d. Nomination of the Chief Executive [\[PEMC CCG/PRI6PRO5\]](#)
- e. Appointment of the Chief Finance Officer [\[PEMC Act/29\]](#)

7.3.2 Strategy and Performance

- a. Approval and release of the Statement of Corporate Intent (and updates) presenting overall mission, vision, strategic objectives, values and performance targets.
- b. Approval and release of the Annual Report
- c. Approval and release of monthly Operational Performance
- d. Approval of annual operation and capital expenditure budgets
- e. Oversight of the organization's operations (including accounting, planning and internal control systems)
- f. Extension of the organization's activities into new business or geographical areas

7.3.3 Finance

- a. Changes to the organization's capital structure

7.3.4 Financial reporting and controls

- a. Approval and release of the Annual Financial Statement
- b. Monthly Financial Statements
- c. Approval of dividend policy
- d. Declaring an interim dividend and recommending a final dividend
- e. Approving any significant change in accounting policies or practices
- f. Capital investments or projects in excess of SCR 150,000

7.3.5 Internal controls

- a. Ensuring maintenance of a sound system of internal control and risk management

7.3.6 Contracts and Investment

- a. Approving major capital projects
- b. Approving contracts in the ordinary course of business which are material strategically or by reason of size
- c. Approving contracts not in the ordinary course of business
- d. Approving major investments

7.3.7 Communication

- a. Approval of resolutions to be put to shareholders
- b. Approval and release of press or media releases concerning any matter listed in 4.3
- c. Approval of any industry or public campaign programmes

7.3.8 Board membership and other appointments

- a. Appointment of directors to the sub committees
- b. Appointment or removal of the board secretary
- c. Appointment or removal of the external auditor taking into account the recommendation of the audit committee

7.3.9 Remuneration

- a. Approval Remuneration policies in regards to the Chief Executive and Level one post holders
- b. Approval of Remuneration policies for all other employees
- c. Determining the remuneration policy for the Chairman, Directors and board secretary

Note: Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of organisational and individual performance, and wider circumstances, including whether proposed remuneration levels are considered acceptable to wider Seychellois society [PEMC CCG PRI13/PRO4]

7.3.10 Delegation of authority

- a. The division of responsibilities between the chair and the chief executive
- b. Approval of the delegated levels of authority, including the Chief Executive's authority limits
- c. Establishing board committees and approving their terms of reference.

7.3.11 Policies

- a. Including policies on matters such as whistleblowing, drug and alcohol, health and safety policy, environment and sustainability, corporate social responsibility and charitable donations

7.3.12 Legislation, Regulations and Technical Standards

- a. Implementation of new and revision to Legislation, Regulations and Technical Standards

7.3.12 Other matters

- a. Including appointment of the organization's professional advisors, consultants, technical assistance programmes, overall level of insurance, major changes to the schemes for employees.

8. CODE OF ETHICS

Goal: To establish a set of principles and practices for SCAA's Board of Directors that will set parameters and provide guidance and direction for board conduct and decision-making.

Code: Members of the Board of Directors must be committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the board. Board members must pledge to accept this code as a minimum guideline for ethical conduct and shall:

Accountability

- a. Faithfully abide by the SCAA Act and strategy/policies
- b. Exercise reasonable care, good faith and due diligence in SCAA's affairs.
- c. Fully disclose, at the earliest opportunity, information that may result in a perceived or actual corruption practices which include the offering and acceptance of gifts and other form of benefits, abuse of power, and improper use of SCAA's assets
- d. Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.

Professional Excellence

- a. Maintain a professional level of courtesy, respect, and objectivity in all of SCAA's activities
- b. Strive to uphold those practices and assist other Directors of the board in upholding the highest standards of conduct

Personal Gain

- a. Exercise the powers invested for the good of all members of the organization rather than for individual self

Collaboration and Cooperation

- a. Respect the diversity of opinions as expressed or acted upon by SCAA board, committees and management
- b. Promote collaboration, cooperation, and partnership among all those attending Board meetings
- c. Make decisions for SCAA and not for his or her personal benefit, or that of the organization they represent.
- d. SCAA Board has an obligation to behave ethically that is to treat all its stakeholder's i.e strategic business partners, management and staff of SCAA, and fellow Board of Directors fairly, and to meet the legitimate expectations of those stakeholders in terms of SCAA's behavior and the resulting outcome.
- e. The responsibility for setting the tone and culture of SCAA, and for driving ethical behavior, lies with the Board working closely with the CEO.
- f. In articulating acceptable practices, a separate Code of Conduct and Ethics for all staff of SCAA, has been formulated.
- g. A Board Director shall not solicit or receive a gift or favor from any person, company, or organization, or from any intermediary interest, that may compromise or appear to compromise the independent judgment of the Director regarding his or her obligations to the Board. All gifts should be reported accordingly and shall immediately be returned to its source.
- h. In encouraging the reporting of unlawful or unethical behavior, the Code also ensures that whistleblowing policies provide for legitimate concerns to be objectively investigated and addressed

by the management or Board, and for individuals to be able to raise concerns in confidence, and without the risk of reprisal.

- i. The existence of a Code of Ethics does not, in itself, declare that SCAA is ethical in its behavior, as it is equally important for the commitment of the Board of SCAA and CEO with SCAA's full wider management team to 'walk the talk'.

9. DECLARATION

I have read and understand the terms of the agreed Board Charter for Seychelles Civil Aviation Authority Board of Directors, copy of which I will retain.

I acknowledge my responsibility to uphold this Board Charter and to abide by the guidelines issued to me in relation to disclosure.



Signed: _____ Date: 24th March 2022

Annex 1

List of Board Members effective 1st February 2021:

Mr Marlon Orr (Chairman)

Mrs Sherin Francis (Vice-Chairman)

Mr Garry Albert (CEO and Ex-Officio Director)

Mrs Maglie Essack (Director- Representation of Ministry of Transport)

Mrs May Paule Marengo (Director- Representation of Ministry of Finance)

Mrs Kelly Chetty (Director)

Mr Yannick Roucou (Director)

Mr Garry Jupiter (Director)