

MINUTES OF THE 19th ANNUAL GENERAL MEETING OF TFG MEDICAL AID SCHEME HELD ON TUESDAY, 21ST JUNE 2018 AT 11h00 IN THE AUDITORIUM, STANLEY LEWIS CENTRE, VOORTREKKER ROAD, PAROW EAST

PRESENT

Board of trustees

Mr M van Est	(Interim Chairman)
Ms J Vandenbroucke	(Trustee)
Ms A Kotze	(Trustee)
Ms M Woods	(Trustee)
Mr P Barnard	(Trustee)
Mr M Wilson	(Interim Principal Officer)

Representing the Administrator, Discovery Health

Ms E Fourie	(Fund Manager, Discovery InHouse)
Ms K Lamb	(Fund Coordinator, Discovery InHouse)
Mr D Spangenberg	(Finance, Discovery InHouse)

Apologies

Ms T Mestern	(Trustee)
Mr B Sickle	(Trustee-in-Training)
Ms K Buys	(Trustee)

In Attendance

Mr V Pullen	(Council for Medical Schemes, Senior Investigator: Compliance & Investigations)
Mr B Botes	(External Auditor, Deloitte)
Mr H Nel	(Chairman, Audit Committee)
Ms L Mazana	(Independent, Audit Committee)

Members

22 Members were in attendance, as per the attendance register and **4** proxies were received.

1 Welcome and Quorum

Mr van Est, the Interim Chairman, opened the meeting and welcomed those present. It was confirmed that the notice convening the Annual General Meeting ("AGM") was sent to members at least 14 days prior to the date of the meeting. Having confirmed 22 members of the Scheme in attendance, the meeting was therefore duly constituted and declared open.

For the purposes of voting at the meeting, Proxy forms were issued together with the notice of the AGM sent to members. It was confirmed that 4 proxies were received which gave the Chairman of the meeting the right to attend, speak and vote on behalf of these members.

Motions for discussion at the AGM were required to reach the office of the Principal Officer at least 7 days prior to the meeting. It was confirmed that none were received.

2 Confirmation of the Minutes of the 2017 Annual General Meeting held on 30th June 2017

The minutes of the 18th Annual General Meeting held on 30 June 2017 were made available on the Scheme's website prior to the 2018 AGM meeting and was also made available at the meeting. The minutes were therefore taken as **READ**.

The minutes of the 2017 Annual General Meeting held on 30 June 2017 were **APPROVED** by the members present at the meeting.

PROPOSER: Mr PI Barnard
SECONDER: Ms A Kotze

3 To adopt the Chairman's Report

The Chairman's report distributed to the members of the Scheme together with the notice of the meeting was taken as **READ**.

The contents of the report was accepted and **ADOPTED** by the meeting.

PROPOSER: Ms J Vandenbroucke
SECONDER: Ms N Lumley

4 To adopt the 2017 Annual Financial Statements and trustees report

Highlights of the Annual Financial Statements for the year ending 31 December 2017 was sent to all members together with the notice of the meeting.

The audited Annual Financial Statements and the trustees report were made available on the Scheme's website and limited copies were also made available at the meeting.

No questions were received and the meeting **NOTED** and **ADOPTED** the audited Annual Financial Statements and trustees report for the year ended 31 December 2017.

PROPOSER: Ms M Woods
SECONDER: Ms A Mala

5 Governance

5.1 Appointment of external auditors

Having concluded the financial and external audit successfully, the appointment of Deloitte as the Scheme's auditors for the ensuing financial year was recommended by the Audit Committee and recommended by the Board of trustees. Members of the Scheme, present at the meeting, was requested to approve the re-appointment of Deloitte as the Scheme's external auditors for the 2018 financial year-end audit to be conducted.

The appointment of Deloitte was **ACCEPTED** by the majority of the members present at the meeting.

5.2 Confirmation of Composition of the Board of Trustees

In terms of the Rules of the Scheme, all Board members shall hold office until the third Annual General Meeting.

The election of trustees took place during 2016 and there were therefore no elections required to take place in 2018. The Board fill vacancies as and when they occur as set out in the Rules of the Scheme.

The Board of trustees was confirmed to have consisted of the following members during 2017/8:

Michael Wilson	Chairman and Employer Appointed Trustee
Marc A L van Est	Deputy Chairman and Employer Appointed Trustee
Annabelle Kotze	Employer Appointed Trustee
Karde Buys	Member Elected Trustee
Tara Mestern	Member Elected Trustee
Paul Barnard	Employer Appointed
Josy Vandenbroucke	Trustee Elected Trustee
Megan Woods	Trustee Elected Trustee
Bradley Sickle	Trustee-in-Training
Caron Harris	Principal Officer

Ms Megan Louise Woods was appointed as Trustee with effect from 01 February 2018 to replace Mr Lourens Wepener. The appointment was to fill the vacancy until this Annual General Meeting and for the members present to note. Ms Woods would continue to serve as a trustee until the next election of trustees by members of the Scheme. **NOTED.**

It was confirmed that the Board of Trustees remained duly constituted and all vacancies were filled with representation of employee and employer representatives serving on behalf of members on the Board.

The members present at the meeting were requested to confirm and adopt the elected and appointed trustees for the ensuing period of office until the next election in terms of the Rules are required to take place.

Mr van Est advised that Mr Wilson had agreed to step into the role of Principal Officer for the duration of Ms Harris' absence. This was an interim measure and Mr Wilson would resume his position as Chairman, once Ms Harris returned from sick leave, expected to return in approximate three months' time. At the same time, Mr van Est was appointed as interim chairman. During this time Mr Wilson would relinquish voting rights as Trustee, to maintain separation of duties.

The Composition of the Board of trustees was supported unanimously.

5.3 **Composition of the Audit Committee**

In terms of Rule 25.7 of the Scheme, the Board of trustees was required to appoint an Audit Committee as prescribed by the Act.

It was confirmed that the following members of the Scheme and independent representatives were appointed to the Audit Committee of the Scheme:

Herman Nell	Chairman (Independent Committee Member)
Marisna von Solms	Independent Committee Member
Marc A L van Est	Deputy Chairman & Employer Representative
Lindelwa Mazana	Independent Committee Member
Matt McDonald	Independent Committee Member
Karde Buys	Member Elected Trustee
Michael Wilson	Chairman of Board of trustees in attendance
Caron Harris	Principal Officer in attendance

The composition of the Audit Committee was confirmed duly constituted and **ADOPTED** by the members of the Scheme present at the meeting.

5.4 **Composition of the Disputes Committee**

In terms of the Rules of the Scheme, a Disputes Committee of three people, who may not be members or employees of the administrator of the Scheme or officers of the Scheme, must be appointed by the Board annually. At least one of such members shall be a person with legal expertise who shall preside over the Disputes Committee.

The following was confirmed as members of this committee and was re-appointed by the Board of trustees for the ensuing year:

Esther Job	Chairman
Rolf Walther	Committee Member
Megan Woods	Committee Member

The members were advised that they may lodge their complaints to the Scheme in writing or by contacting the Scheme administrators at the dedicated telephone number provided. If the Scheme found that there was no merit in the complaint, the member would receive a response with the reasons in writing.

Where the member remained dissatisfied with the outcome of the dispute or complaint, the matter could be referred to the Client Relationship Manager or Fund Manager of the Scheme. Thereafter it could be referred to the Principal Officer, Ms Caron Harris within 60 days of receiving feedback from the administration office, Discovery Health.

If the matter can't be resolved in consultation with Ms Harris, she will be required to refer the matter to the Disputes Committee by giving the relevant notice to the Disputes Committee to arrange to meet. The Disputes Committee will review the dispute and/or complaint independently and rule whether or not the decision taken by the Scheme aligned with the Scheme benefits and Rules of the Scheme. The Disputes Committee would issue a ruling on the matter. If members were not satisfied with the outcome of the ruling by the Disputes Committee, members could refer their complaints thereafter to the Council for Medical Schemes, the Regulator of all registered medical schemes.

Members were referred to the Scheme website, www.tfgmedicalaidscheme.co.za for more information relating to dispute and complaints resolution, as well as information provided in member brochures and communications issued.

The composition of the Disputes Committee was confirmed duly constituted and **ADOPTED**.

PROPOSER: Mr W Darley
SECONDER: Ms F Atcha

6 **Closure and Thanks**

There being no further matters for discussion presented, the Chairman recorded his thanks and appreciation to:

- The Employer, TFG, for its continued active support;
- The members of the Scheme for their ongoing support;

- The members of the Board of Trustees for their application over and above their normal Company responsibilities, contribution and time, while no remuneration was received from the Scheme;
- The external auditors, Deloitte., for the efficient manner in which they conducted their audit, and the Audit Committee for their support to the Board of trustees;
- The Management and staff of Discovery Health, the Administrator for their support and service;
- The Principal Officer, Ms C Harris, for her valuable and dedicated role as Principal Officer of the Scheme;
- The Healthcare Consultants of Alexander Forbes for their contributions, and
- All other service providers.

Having no further matters to discuss, the Chairman thanked all attendees for their contribution to the meeting.

The Annual General Meeting was concluded at 11:15.

CERTIFIED TO BE A TRUE RECORD OF THE PROCEEDINGS

CHAIRMAN

DATE