

**MINUTES OF THE 21<sup>st</sup> ANNUAL GENERAL MEETING OF TFG MEDICAL AID SCHEME HELD ON TUESDAY, 29 JUNE 2021 AT 11h30 HELD VIRTUALLY VIA LUMI TECHNOLOGIES SA PTY LTD**

**PRESENT**

**BOARD OF TRUSTEES**

Mr M Wilson	Chairman
Mr P Barnard	Trustee, Deputy Chairman
Mr M van Est	Trustee
Ms J Vandenbroucke	Trustee
Mr R Walther	Trustee
Ms A Kotze	Trustee
Ms K Buys	Trustee
Mr L Abrahams	Trustee
Ms T Mestern	Co-Opted Member
Mr C Singh	Co-Opted Member
Ms C Harris	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

**IN ATTENDANCE**

Ms L Webb	Senior Health Actuary   Technical & Actuarial Consulting Solutions
Ms J Nurick	Health Actuary   Technical & Actuarial Consulting Solutions
Mr Z Bardin	Deloitte, Partner
Ms N Moosajee	Deloitte, Audit Manager

**MEMBERS**

**47** Members were in attendance, as per the attendance register and **1** proxy was received.

Members of TFGMAS	Board of Trustees	3 <sup>rd</sup> Party Consultants/ Non Members of TFGMAS	Proxy
<b>39</b>	<b>8</b>	<b>7</b>	<b>1</b>

**1 Welcome and Quorum**

The Chairman, Mr Wilson, 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. In terms of the Rules of the Scheme at least 17 members of the Scheme present at the AGM is required to constitute a quorum. Having confirmed 29 members of the Scheme in attendance via the virtual meeting. Members attending the AGM were required to provide their South African identity number together with their membership number to be able to register their attendance and cast their vote. 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 1 proxy was 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 by the cutoff period of 21 June 2021 at 11:30.

**2 Confirmation of the Minutes of the 2019 Annual General Meeting held on 26 June 2019**

The minutes of the 20<sup>th</sup> Annual General Meeting held on 26 June 2019 were made available on the Scheme's website prior to the 2021 AGM meeting and was also made available at the meeting. The minutes were therefore taken as **READ**.

The minutes of the 2019 Annual General Meeting held on 26 June 2019 were **APPROVED** by the members present at the meeting, using the online tool by a show of votes. The motion was carried with 91.67% of members in favour.

**3 To adopt the Chairman's Report and 2021 Chairperson's Report**

The Chairperson's report distributed to the members of the Scheme together with the notice of the meeting was taken as **READ**. The content of the report was accepted and **ADOPTED** by the meeting. Members used the online tool by a show of 18 votes with 100% of members in favour.

**4 To adopt the 2019 and 2020 Annual Financial Statements ("AFS")**

Highlights of the Annual Financial Statements for the year ending 31 December 2019 and 31 December 2020 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 copies were also made online during the virtual meeting. The Chairman confirmed that the AFS had been reviewed closely by the Board of Trustees as well as by the Audit and Risk Committee. The Chairman assured the meeting that the Board of Trustees', Audit and Risk Committee's and all other Sub Committees' work towards maintaining and ensuring good governance in all aspects, ensuring the Fund remains sustainable.

No concerns were raised, and the meeting **NOTED** and **ADOPTED** the audited Annual Financial Statements and trustees report for the year ended 31 December 2019 and 31 December 2020. The members used the online tool by a show of 16 votes with 100% of members in favour.

**5 Governance**

**5.1 Appointment of external auditors: Ratification of 2020 external auditors appointment and Approval of 2021 external auditors for 2021 financial year-end**

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 and Risk Committee and recommended by the Board of trustees. Members of the Scheme, present at the meeting, were requested to ratify the re-appointment of Deloitte as the Scheme's external auditors for the 2020 financial year-end audit and approval of 2021 financial year-end to be conducted.

The appointment of Deloitte was **ACCEPTED** by the members present using the online tool by a show of 18 votes with 100% in favour.

**5.2 Confirmation of the Board of Trustees during the 2020 benefit year and for duration of 2021**

In terms of the Rules of the Scheme, all Board members shall hold office until the third Annual General Meeting, and as such the current trustees' term of office comes to an end with this AGM, and new trustees have to be elected and appointed for the ensuing term of office.

**Member Elected Trustees** are:

- Karde Buys
- Lloyd Abrahams
- Rolf Walther
- Josy Vandenbroucke

The Employer has confirmed the **Employer Appointed Trustees** as follows:

- Michael Wilson
- Marc van Est
- Annabelle Kotze
- Paul Barnard

The Composition of the Board of trustees was supported **UNANIMOUSLY** by the members present using the online tool by a show of 19 votes with 100% in favour.

**5.3 Composition of the Audit and Risk Committee during the 2020 benefit year and for duration of 2021**

In terms of Rule 25.7 of the Scheme, the Board of trustees was required to appoint an Audit and Risk Committee as prescribed by the Act. The current composition of the Audit and Risk Committee:

<b>Marisna von Solms</b>	Chairman (Independent Committee Member)
<b>Renee Strauss</b>	Independent Committee Member
<b>Lindelwa Mazana</b>	Independent Committee Member
<b>Amresh Bishoon</b>	Independent Committee Member
<b>Karde Buys</b>	Trustee
<b>Marc A L van Est</b>	Trustee
<b>Michael Wilson</b>	Chairman of Board of trustees in attendance
<b>Caron Harris</b>	Principal Officer in attendance

The Composition of the Audit and Risk Committee was supported **UNANIMOUSLY** by the members present using the online tool by a show of 20 votes with 100% in favour. It was **NOTED** therefore that the members accepted the appointment of Deloitte as the External Auditors of the Scheme for the ensuing year.

**5.4 Composition of the Disputes Committee during 2020 and for the duration of 2021**

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 current composition of the Disputes Committee:

<b>Esther Job</b>	Chairman
<b>Aanisah Parker</b>	Committee Member
<b>Nicola Arendse</b>	Committee Member

The Composition of the Disputes Committee was supported **UNANIMOUSLY** by the members present using the online tool by a show of 19 votes with 100% in favour.

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.

Members were reminded that a dispute and complaint in terms of the Act bears the same meaning. Members may lodge their complaints to the Scheme in writing or by contacting the Scheme Administrators at the dedicated telephone number provided. If the Scheme finds that there is no merit in the complaint, the member will receive a response with the reasons in writing. Where a member is dissatisfied with the outcome of the findings, the matter may be requested to be brought to the attention of the Client Relationship Manager or Fund Manager of the Scheme and these individuals may be reached at the Administrator's office using the contact number of the Scheme available to them.

Where the member remains dissatisfied with the outcome of the dispute or complaint, members were advised that the matter could be referred to the Principal Officer, Ms Caron Harris within 60 days of receiving feedback from the Administration Office, Discovery Health. Ms Harris would investigate the matter and if necessary refer the matter directly to Council for Medical Scheme or give the relevant notice to the Disputes Committee, a ruling on the matter would be issued by this Committee to confirm whether or not the decision taken by the Scheme aligns with the Scheme benefits and Rules.

If members are not satisfied with the outcome of the ruling by the Disputes Committee, members were advised that they may refer their complaints to the Council for Medical Schemes, the Regulator of all registered medical Schemes. Members were referred to the Scheme website, [www.tfgmedicalaidScheme.co.za](http://www.tfgmedicalaidScheme.co.za) for more information relating to dispute and complaints resolution.

## **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 2021 TFG Medical Aid Scheme Annual General Meeting was concluded at 11:55.

### **CERTIFIED TO BE A TRUE RECORD OF THE PROCEEDINGS**

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**CHAIRMAN**

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**DATE**