

GLOBAL HEALTH LIMITED
(ABN: 75 091 377 892)



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**CORPORATE GOVERNANCE STATEMENT
2019**

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CORPORATE GOVERNANCE STATEMENT

Global Health Limited (the Company) and the Board are committed to achieving and demonstrating high standards of corporate governance. Accordingly, unless stated otherwise in this document, the Board's corporate governance arrangements comply with the Principles and Recommendations of the ASX Corporate Governance Council (3rd Edition - 2014) as well as current standards of best practice for the entire financial year ended 30 June 2019.

The Company and its controlled entities together are referred to as the Group in this statement.

The Board of Directors of the Company is responsible for the corporate governance of the Group. The Directors are responsible to the shareholders for the performance of the Group in both the short and longer term and seek to balance competing objectives in the best interests of the Group as a whole. The Board is also responsible for setting the strategic direction and policies of the Group. The focus is to enhance the interests of shareholders and other key stakeholders and to ensure the Group is properly managed.

Day to day management of the Group's affairs and implementation of the corporate strategy and policies are delegated by the Board to the Chief Executive Officer.

A description of the Company's main corporate governance practices is set out below. All of these practices, unless otherwise stated, were in place for the entire year.

Ethical Standards

The Board is committed to its core governance values of integrity, respect, trust and openness among and between board members, management, employees, customers and suppliers. These values are enshrined in the Board's Code of Conduct policy.

The Code of Conduct Policy, requires all directors, management and employees at all times to:

- act honestly and in good faith;
- exercise due care and diligence in fulfilling the functions of office;
- avoid conflicts of interest and make full disclosure of any potential conflicts;
- comply with both the letter and spirit of the law;
- encourage the reporting and investigation of unlawful or unethical behaviour; and
- comply with the share trading policy outlined in the Code of Conduct.

Directors are obliged to be independent in judgment and ensure all reasonable steps are taken to ensure that the Board's core governance values are not compromised in any decisions made by the Board.

Diversity Policy

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. The Company is committed to diversity and recognises the benefits arising from employee and Board diversity and the importance of benefiting from all available talent.

The Company's diversity policy includes requirements for the Board to develop measurable objectives for diversity, and annually assess both the objectives and the progress in achieving them. As Director and senior executive positions become vacant and appropriately qualified candidates become available, the Board has developed the following objectives:

- achieve a diverse and skilled workforce leading to continuous improvement;

- develop clear criteria for behavioural expectations in relation to promoting diversity in the work environment;
- ensure that personnel responsible for recruitment take diversity issues into account when considering vacancies;
- create a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives; and
- create awareness in all employees of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity.

The Board believes it has implemented these objectives throughout the Company's workforce and continues to monitor and assess the Company's efforts in this regard.

The number of women employed by the Company and their employment classifications are as follows:

	2019		2018	
	Number	Percentage	Number	Percentage
Women on the Board	0	0%	1	20%
Women in Senior Management	4	44%	-	0%
Women employees in the Company	17	49%	14	35

1.1 Composition of the Board

There were four directors on the Board throughout most of the year. Of these, three were non-executive directors and one was an executive director, namely the Managing Director/Chief Executive Officer. Each year one-third of directors and any director (excluding the Managing Director) who has held office for three years or three annual general meetings (whichever is longer) must retire from office. A retiring director is eligible to seek re-election if so minded. The skills, experience and expertise relevant to the position of each director who is in office at the date of the Annual Report and their term of office are detailed in the Directors' Report. The Board strives to achieve a mix of commercial, financial, legal, management, health industry and IT skills and experience among its members.

The composition of the Board is determined in accordance with the following principles and guidelines:

- the Board should comprise at least three Directors and should maintain a majority of independent Non-Executive Directors;
- the Chairman must be an independent Non-Executive Director;
- the roles of Chief Executive Officer and Chairman must not be performed by the same person;
- the Board should comprise Directors with an appropriate range of qualifications and expertise; and
- the Board shall meet regularly and have available all necessary information to participate in an informed discussion of all items of business.

When considering potential candidates for directorship, the Board assesses qualified and experienced professionals and business people. The Company does not engage any consultants to source potential Board members, but relies on the Directors' industry contacts to identify potential candidates based on their professional and business reputation, health care services industry experience and other areas of expertise. The Company seeks to maintain a diverse range of members of the Board by having only one director drawn from any one professional background at any one time.

1.2 Board Members

The Directors in office at the date of this statement are:

Name	Position
Mr S L Pynt	Non-Executive Chairman
Mr M Cherian	Chief Executive Officer and Managing Director
Mr G Smith	Non-Executive Director
Mr R Knowles AO	Non-Executive Director

There are currently three Non-Executive Directors who are considered independent under the principles set out below, and one Executive Director.

The Board seeks to ensure that:

- at any point in time, its membership represents an appropriate balance between Directors with experience and knowledge of the Group and Directors with an external or fresh perspective; and
- the size of the Board is conducive to effective discussion and efficient decision-making.

As a Board, the Directors are expected to provide the following skills and knowledge:

- a balance of proven expertise, diverse skills and experience in commerce, finance, health care innovation and other areas where software technology can improve the experience of consumers and providers of health care services;
- an understanding of the roles, duties and responsibilities of directors under the Corporations Act;
- leadership skills, experience making decisions at the highest levels, strategic thinking and long-term planning abilities;
- an understanding of current issues affecting the Australian health care industry in particular, and in general a wider understanding of international medical and technological trends in health care provision and consumption;
- flexible, consultative and innovative approaches to communicating and achieving corporate goals; and
- a passion for and strong commitment to the success of the activities of the Company.

As the Company has a relatively small Board, the full Board acts as a nomination committee and reviews Board membership including an assessment of necessary and desirable skills and competencies, particularly in the context of board renewal.

1.3 Board Responsibilities

The responsibilities of the Board include:

1. providing strategic guidance to the management team, including contributing to the development of and approving the corporate strategy;
2. reviewing and approving business plans, the annual budget and financial plans, including available resources and major capital expenditure initiatives;
3. overseeing and monitoring:
 - a. organisational performance and the achievement of the Group's strategic goals and objectives; and
 - b. progress of major capital expenditures and other significant corporate projects including any acquisitions or divestments;
4. monitoring financial performance including approval of the annual and half-year financial reports and liaison with the Company's auditors;
5. appointment, performance assessment and, if necessary, removal of the Managing Director;
6. ratifying the appointment and removal of and contributing to the performance assessment of

members of the senior management team;

7. ensuring there are effective management processes in place and approving major corporate initiatives;
8. enhancing and protecting the reputation of the Group; and
9. overseeing the operation of the Group's systems for compliance and risk management and reporting to shareholders.

1.4 Non-Executive Directors' Independence

The Board has adopted specific principles in relation to the independence of Non-Executive Directors. These state that to be considered independent, a Director must be Non-Executive and:

- not be a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- within the last three years, not have been employed in an executive capacity by the Company or any other Group member or been a Director after ceasing to hold any such employment;
- within the last three years not have been a principal of a material professional advisor or a material consultant to the Company or any other Group member, or an employee materially associated with the service provided;
- not be a material supplier or customer of the Company or any other Group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- have no material contractual relationship with the Company or a controlled entity other than as a Director;
- not have been on the Board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company; and
- be free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

1.5 Trading Policy

Directors are subject to the legislative restrictions on acquiring or disposing of securities of the Company, if they are in possession of information which is not generally available, and which a reasonable person would expect to have a material effect on the price of the securities of the Company if it were generally available.

The Company's securities trading policy restricts Directors and employees from acting on material information until it has been released to the market and adequate time has been given for this to be reflected in the security's prices.

1.6 Chairman and Chief Executive Officer (CEO)

The Chairman is responsible for leading the Board, ensuring Directors are properly briefed in all matters relevant to their role and responsibilities, facilitating Board discussions and managing the Board's relationship with the Company's senior executives.

The CEO is responsible for implementing Group strategies and policies. The Board charter specifies that these are separate roles to be undertaken by separate people.

1.7 Commitment

The number of meetings of the Company's Board of Directors and of each Board committee held during the year ended 30 June 2019, and the number of meetings attended by each Director is disclosed in the Directors' Report.

The Non-Executive Directors meet during the year, in scheduled sessions without the presence of management, to discuss the operation of the Board and a range of other matters. Relevant matters arising from this meeting are shared with the full Board as appropriate.

It is the Company's practice to allow its Executive Directors to accept appointments outside the Company with prior written approval of the Board.

Prior to appointment or being submitted for re-election, each Non-Executive Director is required to specifically acknowledge that they have and will continue to make the time available to discharge their responsibilities to the Company.

1.8 Corporate Reporting

The Managing Director and the Financial Controller have made the following certifications to the Board:

- that the Group's financial reports are complete and present a true and fair view, in all material respects, of the financial condition and operational results of the Group and are in accordance with relevant accounting standards; and
- that the above statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board and that the Group's risk management and internal compliance and control is operating efficiently and effectively in all material respects.

1.9 Audit Committee

The Board has established an Audit Committee which acts in accordance with its charter. The Audit Committee consists of the following Non-Executive Directors:

Mr G Smith (Chair)
Mr S Pynt

Due to the small number of Board members, the Board has agreed to allow the Audit Committee to be made up of two independent Non-Executive Directors. Details of these Directors' qualifications and attendance at Audit Committee meetings are set out in the Directors' Report. The Committee is chaired by Mr Smith.

The Audit Committee has appropriate financial expertise and all members are financially literate and have an appropriate understanding of the industries in which the Group operates. The Audit Committee has authority, within the scope of its responsibilities, to seek any information it requires from any employee or external party.

It is the Committee's responsibility to ensure that an effective internal control framework exists within the Group, including liaison with external auditors. This includes internal controls for the effectiveness and efficiency of significant business processes, including the safeguarding of assets, the maintenance of proper accounting records and the reliability of financial information.

1.10 Remuneration

The Board does not have a separate remuneration committee due to the small number of Board members. Consequently, the issue of remuneration is under the control of the Board which has the responsibility of reviewing and approving remuneration of the Non-Executive Chairman and other executives of the Group. Remuneration levels will be competitively set to attract the most qualified and experienced Directors and senior executives. Where necessary the Board may obtain independent advice on the appropriateness of remuneration packages and obtain any necessary shareholder approvals. The amount of remuneration for all Directors is detailed in the Directors' Report.

Payment of equity-based executive remuneration is made in accordance with thresholds set in plans approved by shareholders. The Board expects that the remuneration structure implemented will result in the Company being able to attract and retain the best executives to run the Group. It will also provide executives with the necessary incentives to work to grow long-term shareholder value. Details of the remuneration and performance of executives are included in the Directors' Report.

1.11 Risk

The Board does not have a separate risk committee due to the small number of Board members. The Board is responsible for overseeing the Group's systems for compliance and risk management. The Board approves the Group's risk management framework, which is implemented by management, and monitors and periodically reviews the key risks.

The Group does not have an Internal Audit Function. The Board is of the opinion that due to the nature and size of the Group, the functions performed by an internal auditor are being adequately served by the independent external auditors.

1.12 Monitoring of the Board's Performance

The Board has adopted a code of conduct for Directors in keeping with the Company's desire to remain a good corporate citizen and appropriately balance, protect and preserve all stakeholders' interests.

In order to ensure that the Board continues to discharge its responsibilities in an appropriate manner, the Board reviews its performance and the Chairman reviews the performance of individual Directors annually. These performance reviews are generally conducted internally and the Board will seek an externally-facilitated performance review if it considers it appropriate to do so.

1.13 Communication with Shareholders

The Board aims to ensure that shareholders are informed of all information necessary to assess the performance of the Group. Information is communicated to shareholders through:

- the Annual Report which is distributed to all shareholders;
- the Annual General Meeting and other meetings called to obtain approval for Board action as appropriate;
- release of material information to the ASX, including media and market updates; and
- the Company's website: www.global-health.com.

The Company Secretary is the person responsible for communications with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and coordinating disclosure of information to the ASX. Information disclosed to the ASX is posted on the Company's website after it is disclosed to the ASX. When analysts are briefed on aspects of

the Group's operations, the materials used in the presentation are released to the ASX and posted on the Company's website.

All shareholders are entitled to receive a copy of the Company's annual and half yearly reports. In addition, the Company seeks to provide opportunities for shareholders to participate through electronic means. Initiatives to facilitate this include making all Company announcements, media briefings, details of Company meetings, press releases for the last three years and financial reports for the last three years available on the Company's website. The website also includes an option for shareholders to register their email address for direct email updates on Company matters.

1.14 Independent Professional Advice

Each Director is entitled to seek independent professional advice at the expense of the Company in carrying out their duties as a Director. Prior to obtaining such advice, if at the expense of the Group, the Chairman will be advised of the matter and an estimate of the cost.

1.15 ASX Recommendations

		Complied	Note
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its Board and management; and (b) those matters expressly reserved to the Board and those delegated to senior management	✓	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	✓	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	✓	
1.4	The company secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.	✓	
1.5	A listed entity should have a diversity policy which includes requirements for the Board or a relevant committee of the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the Board or a relevant committee of the Board in accordance with the entity's diversity policy and its progress towards achieving them, and either: the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or if the entity is a 'relevant employer' under the Workplace Gender Equality Act, the entity's most recent 'Gender Equality Indicators', as defined in and published under that Act.	✓	
1.6	A listed entity should have and disclose the process for periodically evaluating the performance of the Board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	✓	
1.7	A listed entity should have and disclose the process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	✓	
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	--	1

		Complied	Note
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	✓	
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	✓	
2.4	A majority of the Board of a listed entity should be independent Directors	✓	
2.5	The Chair of the Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	✓	
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	✓	
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	✓	
4.1	The Board of a listed entity should: (a) have an Audit Committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	✓	2
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	✓	
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	✓	
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	✓	
6.1	A listed entity should provide information about itself and its governance to investors via its website.	✓	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	✓	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	✓	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	✓	
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	—	3
7.2	The Board or a committee of the Board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	✓	
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	—	4

		Complied	Note
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	✓	
8.1	The Board of a listed entity should : (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	--	5
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	✓	
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	✓	

Notes:

Note 1: The Board of Directors of the Company does not have a Nomination Committee. The Board is of the opinion that due to the nature and size of the Company, the functions performed by a Nomination Committee can be adequately performed by the full Board.

Note 2: The Company has three Non-Executive Directors, of whom two comprise the Audit Committee. The Board is of the opinion that due to the nature and size of the Company, this function can be adequately performed with less than the three members recommended under ASX guidelines.

Note 3: The Company does not have a Risk Committee. The Board is of the opinion that due to the nature and size of the Company, the functions performed by a Risk Committee can be adequately performed by the full Board.

Note 4: The Company does not have an Internal Audit Function. The Board is of the opinion that due to the nature and size of the Company, the functions performed by an internal auditor are being adequately served by the Company's independent external auditors.

Note 5: The Company does not have a Remuneration Committee. The Board is of the opinion that due to the nature and size of the Company, the functions performed by a Remuneration Committee can be adequately performed by the full Board.