



ONEVIEW HEALTHCARE PLC
INTERNATIONAL ADVISORY BOARD
TERMS OF REFERENCE
ADAPTED ON 17TH FEBRUARY 2016

1. Introduction

These terms of reference set out the role, composition, and operations of the Oneview Healthcare PLC International Advisory Board (“IAB”). Under these provisions, Oneview Healthcare PLC (“Oneview”) has agreed to establish an international advisory board comprising key international stakeholders from the health sector and health IT professionals and the business community.

2. Purpose and Function

As Oneview Healthcare embarks on an exciting period of growth in multiple jurisdictions, the formation of an international advisory board to promote the exchange of information and ideas across international boundaries will be invaluable to the company.

The objectives of the IAB are:

- 1) to mentor the senior leadership team and provide an opportunity for like-minded healthcare/IT/business professionals to exchange information and ideas across international boundaries;
- 2) to help our development team understand and validate how the Oneview system compares with competing products in the international market place and to be cognizant of competitive threats in relation to the impact on Oneview’s product roadmap;
- 3) to hear first-hand from medical practitioners about the challenges they face on a day-to-day basis and learn how we can shape our technology to enhance their productivity and clinical outcomes;
- 4) Act as an consultative forum on key issues and trends in the health sector to Oneview;
- 5) To assist in the development and implementation of Oneview’s overall strategic direction;
- 6) Act as a corporate ambassador in promoting Oneview throughout their own network and worldwide.

3. Committee Chair and Membership

The IAB will have no more than 12 members. Membership will consist of selected individuals across a range of disciplines relevant to Oneview including the healthcare sector, IT sector, corporate business, and government advisors. Members will not represent particular organisations or individual professions. Members will be selected on the basis of their experience and ability to contribute to Oneview’s strategic development.

4. Frequency of meetings

It is anticipated the IAB will meet at least twice a year with the location of the meetings to be rotated to limit the travel times for Board Members.

5. Committee Secretariat

Oneview will provide the Secretariat for the IAB. The Secretariat will be responsible for communicating to the Board Members about order of business, meeting arrangements etc.

6. Expense Reimbursement Policy

IAB Members are eligible to receive reimbursements for all out of pocket expenses associated with their role as a Member of a IAB. Expenses should be submitted to the Secretariat for reimbursement on a timely basis.

7. Minutes

Minutes of the IAB meeting, signed by the Chair, will be distributed to Members as soon as practicable following the meeting and tabled for discussion at the next board meeting.

8. Review of Committee Terms of Reference

The IAB Terms of Reference will be reviewed annually by the Oneview Healthcare PLC Board.

9. Confidentiality

The IAB members may at times be provided with access to confidential information relating to Oneview and its strategic direction. As such it is necessary to take all reasonable steps to ensure that confidential information is kept confidential. Committee members are required to sign a Deed of Confidentiality upon appointment to ensure that confidential information relating to Oneview and its operations is kept confidential.

10. Conflict of Interest

Members of the IAB will be required to notify the IAB Chairman or Secretary of any conflict of interest, which is defined as any instance where an IAB member has a direct financial or other interest which may influence, or may appear to influence, proper consideration within the IAB on a matter or proposed matter.

END