

SNOMED International

Travel Policy

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Travel Policy related queries - please email: invoices@snomed.org

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1 Introduction

1.1 Background

SNOMED International aims to meet reasonable expenses incurred while conducting official, authorized SNOMED International travel. This may include air travel, road and rail transport, mileage, accommodation, or other expenses. Most SNOMED International travel expenses are handled by reimbursement, meaning the authorized traveler makes his/her own arrangements, pays for travel expenses with personal funds, and then applies for reimbursement. Notable exceptions to this point include use of a SNOMED International corporate credit card (see Section 12) and issuance of a travel advance (see Section 13).

1.2 Purpose

The SNOMED International Travel Policy aims to ensure that cost-efficient travel arrangements are reimbursed in a timely manner, that individuals do not lose or make money, and that the policy and procedures are in accordance with the regulations of the taxation authority of SNOMED International (UK) and other jurisdictions where necessary and dependent on where the Organization's employees are based. All claimants should, however, be mindful of local tax rules in relation to expenses reimbursement and be responsible for any additional personal tax liabilities that may arise in relation to amounts claimed.

To avoid unnecessary costs of travel and to support environmentally friendly policies, the Organization requests that travelers always consider whether the travel is necessary. If it is possible to achieve the requisite objectives by joining the meeting by phone or video conferencing facilities, as opposed to attending in person, then these options should be discussed with the meeting organizer. There are exceptions to this for example, attendance at the April and October business meetings and Expo may be compulsory for some personnel and all MB meetings will normally be in person. Please check with the meeting organizer on a case-by-case basis.

Whilst the Organization supports 'green' travel it should still be cost-efficient and approved by the Budget Holder.

1.3 Scope

The policy is designed to cover everyone who is authorized to travel on behalf of SNOMED International, including SNOMED International employees, Management Board Directors, contracted consultants, and other individuals with appropriate authorization. Claimant(s) refers to those individuals authorized to undertake business travel on behalf of SNOMED International and that are entitled to claim reimbursement of the associated travel costs.

Questions about the policy should be directed to invoices@snomed.org.

2 Travel Authorization

2.1 Authorization for Individual Travel

Before making travel arrangements, secure travel authorization from the appropriate SNOMED International representative. For information on how to do this; refer to [Travel Authorization](#). Any travel authorization forms should be submitted with expense claims unless the SNOMED International Finance Team is already aware that the trip has been authorized. Authorizations via Google forms requested by employees are automatically sent to the Finance Team. Travel authorization Word documents should be submitted with the expense claim. Once the Finance Team receives the expenses and authorization, the expense claims will be reviewed, and approval obtained from the relevant approver. The table below outlines the roles in authorizing travel and expenses:

Table 1: Travel Approvers

Traveler	Authorizes Travel Before the Trip (individual prior approval is not required if a Group Travel Request has been approved for the event)	Authorizes Expense Claims After the Trip
SNOMED International employees other than the CEO	Budget Holder. Exception: The SMT as Budget Holders may self-authorize own travel if the travel has been budgeted and is in accordance with the agreed Travel Policy guidelines. Otherwise, approval should be obtained by the SMT from the CEO.	Budget Holder
CEO	Management Board Chair unless the travel is budgeted and in accordance with the Travel Policy in which case the CEO can self-authorize.	Management Board Chair
Management Board Directors (based on Policy on Financial Support for Travel of non-Employees)	CEO or Chief Operating Officer	CEO or Chief Operating Officer
Management Board Chair	CEO (consulting the Vice-Chair and/or Company Secretary if required)	CEO
Company Secretary	CEO	CEO
GA Executive Committee members	CEO	CEO
Independent Contractors	Budget Holder	Budget Holder
Other individuals conducting business on behalf of SNOMED International	Budget Holder	Budget Holder

2.2 Authorization for Group Travel

Authorization is required from the Line of Business Budget Holder for group travel, whether budgeted or unbudgeted, and when the collective costs of the meeting total USD 5,000 or above. Where possible, the meeting should be held at a cost-effective location.

Examples of these types of meetings include:

- Any team meetings where travel or hotel costs are involved;
- Any conference attendance and travel;
- Any meetings with Member countries.

For these approvals, the [Group Travel Approval Form](#) (instructions are on the form itself) should be submitted. Once approved by the Budget Holder, a pdf of the Group Travel form should be emailed to invoices@snomed.org. The form specifies the format of the Purchase Order number that should be added to each request. Travelers that have been approved to travel via the Group Travel request process do not need to complete an individual travel approval form. Approval must be given before any contracts or travel is booked, so please request approval well in advance of the intended conference or meeting.

3 Expense Claim Submission Timeline

SNOMED International recommends that expense claims are submitted as soon as the travel period has ended. It is acceptable to submit expenses for pre-booked travel ahead of the event to avoid being out of pocket for an extended period. Please note that SNOMED International may decide to decline expense reimbursement claims submitted more than three months after the date of travel. Therefore, please do attempt to submit expense claims on a timely basis. Late claims may need to be escalated to the Chief Operating Officer for approval.

4 Expense Claims Process

SNOMED International processes travel expense claims with two different systems:

zExpense: an online system used by SNOMED International employees or other authorized users. For instructions on how to access and use zExpense, please see [Claiming](#) expenses, or contact invoices@snomed.org.

SNOMED International Travel Expense Form (available via [FAQs](#)): a spreadsheet, supplemented with receipts, used by all other authorized travelers. Normally the spreadsheet and receipts can be scanned and emailed to invoices@snomed.org, but travelers should maintain paper copies at least until they receive reimbursement.

Please remember to retain all travel related receipts for inclusion with the expense claim.

5 Calculation of Travel Period

SNOMED International will normally only reimburse costs for the days that work-related events take place and for transport to/from any such events by the most expeditious route.

5.1 Combination of official travel with personal travel

If personal travel time is booked in conjunction with official travel, it is at the traveler's own expense and risk. Please note that SNOMED International assumes no responsibility or obligation regarding any personal leave, travel arrangements and associated costs made in conjunction with official travel. Transportation, or additional stopover costs, hotel costs and per diems in relation to locations visited for personal reasons, in conjunction with approved SNOMED International business trips, will not be reimbursable by SNOMED International and are undertaken at the traveler's own expense.

When traveling to a destination for a personal visit prior to a work-related event, should the traveler become ill or are otherwise unable to attend the work event, the traveler will not be entitled to claim reimbursement of related travel expenses unless the CEO agrees to make an exception to the rule.

Personal time should be identified when seeking initial authorization for travel and when submitting claims. Documentation of these costs must be provided, with evidence of the difference of the costs incurred.

5.2 Extension of travel time to reduce costs

In some cases, there may be significant savings for the Organization if the time at a destination is extended beyond the scheduled work-related travel period (e.g., because flight costs may be cheaper with a Saturday night stay). In this case, extension of the scheduled travel period with associated costs may be approved by the Budget Holder in advance of any travel arrangement being made. The traveler should enquire with the person who has authorized the travel (see Section 2).

Please note that reimbursement will be offered for the costs of additional accommodation and/or other expenses only if the total expenditure is shown to be less than it would have been for the originally scheduled period. Therefore, please submit a copy of the original higher priced flight ticket for comparison purposes.

6 Per Diem, Meals, and Related Expenses

Effective for all authorized travelers, unless otherwise informed, per diem is provided based on the following guidelines. A per diem allowance covers the costs of meals and incidentals.

6.1 Travel period less than 24 hours

A per diem does not apply if the travel period is less than 24 hours. SNOMED International will instead reimburse reasonable meal expenses based on receipts.

6.2 Domestic travel (travel period more than 24 hours)

As of 1 January 2019, domestic travel that is greater than 24 hours in length is now eligible for either itemized expense reimbursements (based on receipts) or per diems. This applies to all

claimants in all countries except those in which regulations preclude the tax-free provision of per diems, which presently applies to the UK.

Non-UK based claimants who travel within the country of residence and are away from home for over 24 hours may elect to either take a per diem for the entirety of that period of travel (as per rates in table below), or to submit itemized expenses for that period of travel, accompanied by a valid receipt or paid for on a corporate credit card and receipted accordingly.

Receipts should be itemized (where obtainable) with details of the expense (credit or debit card slips are not an allowable business receipt) and without a receipt, reimbursement may be declined. Please note that the cost of a meal should generally be consistent with or lower than the amount of the per diem that would otherwise have been provided. The amount of the per diem shown is for 3 meals and for incidentals. Therefore, please ensure the % allocations in Table 4 are used to compute how much is allowable for each meal.

The Organization accepts that for some destinations the per diem rate may be exceptionally low, in such instances it may not be possible to stay within the allowable amount. These instances should be notified to the Budget Holder as soon as possible and an explanatory note should be provided on the expense claim.

UK-based claimants must continue to submit itemized expenses for any period of travel within the country of residence regardless of duration. All expense claims must be accompanied by a valid receipt. As stated above, receipts should be itemized where obtainable with details of the expense (credit or debit card slips are not an allowable business receipt) and without a receipt, reimbursement may be declined.

Table 2: Per Diem rates available for Domestic travel exceeding 24 hours

Home Country	Per diem	Comments
Australia	AUD 186/per day	
Canada	CAD 127/per day	
Denmark	DKK 574/per day	
France	EUR 20/per day	
Germany	EUR 28/per day	
Sweden	SEK 290/per day	
United Kingdom	n/a	Claims must be based on actual costs incurred supported by receipts
United States	USD 59/per day	The standard recommended rate issued by the US tax authority is used, to avoid the administration burden of applying various rates from state to state.
Uruguay	USD 59/per day	No minimum rates are recommended by the Uruguay tax authority and so the US rate should be applied.

6.3 International travel (travel period more than 24 hours)

For travel periods of more than 24 hours, travelers may elect to either take a per diem for the entirety of that period of travel, or to submit itemized expenses for that period of travel (except in the case of UK based travelers traveling within the UK, as noted above). As above, itemized expenses must be accompanied by a valid receipt. Receipts should be itemized (where obtainable)

with details of the expense (credit or debit card slips are not an allowable business receipt) and without a receipt, there will be no reimbursement.

- For claimants based in Denmark, per diems are set in accordance with guidance published by the Danish Taxation Authority. For claimants based in Germany, the per diem is determined by the location of travel in accordance with government regulations published by the German Taxation Authority. ([Danish](#) and [German](#) rates are available here)
- For claimants based outside of Denmark and Germany, per diem rates for meals and incidentals vary by the country of destination (all listed below in USD). Note that the rates listed in Table 3 are based on the lowest rates as published by the tax authorities across the jurisdictions that employees are employed in, to avoid potential tax liabilities for employees.
- For claimants based in the UK, to comply with HMRC guidelines, per diems for UK staff should commence from the time of arrival in the country you are travelling to and finishes on departure time from that country. For any travel expenses incurred outside of this period, itemized expenses should continue to be submitted as above.
- Some countries have different rates for different cities, SNOMED International uses the rate for the capital city of each destination country.
- In some cases, claimants may find that the rates applied are higher or lower than the rates published by the tax authority applicable to the claimant. Claimants should deal with any tax liabilities, arising from receiving higher per diems than allowed by the applicable tax authority, in accordance with the applicable taxation regulations. SNOMED International will not make claims on any claimant's behalf and/or be liable for any taxes incurred by claimants from the payment of per diem allowances.

Table 3: Per Diem Rates (applicable to claimants based outside of Denmark and Germany)

Country	Rate specified in USD	Country	Rate specified in USD
Andorra	123	Jordan	102
Argentina	66	Kazakhstan	88
Armenia	75	Korea, Rep.	132
Australia	112	Lithuania	82
Austria	99	Luxembourg	124
Belgium	84	Malaysia	73
Brazil	51	Malta	82
Brunei	90	Mexico	61
Canada	114	Netherlands	79
Chile	53	New Zealand	102
China	88	Nigeria	26
Colombia	29	Norway	83
Croatia	65	Peru	87
Cyprus	96	Philippines	78
Czech Republic	57	Poland	87
Denmark	129	Portugal	82
Ecuador	75	Qatar	160
El Salvador	72	Russia	60
Estonia	66	Saudi Arabia	129
Finland	90	Singapore	137
France	129	Slovakia	59
Germany	79	Slovenia	72
Greece	74	South Africa	22
Hong Kong	105	Spain	126
Hungary	46	Sweden	91
Iceland	136	Switzerland	170
India	74	Thailand	78
Indonesia	59	United Arab Emirates	167
Ireland	97	United Kingdom	178
Israel	95	United States	92
Italy	99	Uruguay	121
Jamaica	101	Vietnam	86
Japan	86		

* Note: A majority of the per diem rates are as [published by HMRC](#) (last updated in January 2024) unless another jurisdiction reflects a lower rate, which has then been applied instead.

- For other countries not listed in Table 3, contact invoices@snomed.org for the per diem rates.
- For all authorized travelers, if the traveler receives meals at no cost (e.g., a meal on an airplane or lunch that is included in a conference fee or provided to participants in a meeting) the allowance should be reduced by the percentages set by the UK Taxation Authority as detailed in Table 4. Employees using the zExpense automated system are required to declare the number of meals in the ‘Note’ box that were paid for by SNOMED International, the system will take these into account and reduce the per diem rate accordingly. For expenses submitted by external claimants using the manual expense form, the Finance team will ensure the correct deductions are made based on the information supplied by the claimant.

Table 4: Per Diem Allocation

Meals	Reduction
Breakfast	15 %
Lunch	30 %
Dinner	30 %
Other reasonable expenses (see notes below)	25%
Total	100 %

Notes to Table 4: Other reasonable expenses

25% of the per diem allowance is intended to cover reasonable expenses such as:

- Excess luggage for personal items in case of travel over extended periods of time
- Foreign currency commission charges
- Laundry or dry cleaning
- Personal phone calls

The fact that these expenses are covered by per diem means that they cannot be claimed as separate line items.

6.4 Group meals

- If multiple SNOMED International-funded travelers attend the same event (e.g., a dinner), an attending SNOMED International Management Team Officer may agree to pay the costs of the event for the group. In such case, the Management Team Officer should provide SNOMED International with itemized receipts, names of attendees, and any other relevant information. The other attendees may not claim the same expense, and per diems should be reduced by the appropriate level (see table in Section 6.3 for levels).
- The cost of a meal should generally be consistent with or lower than the amount of the per diem that would otherwise have been provided. Budget Holders should be mindful of this when booking restaurants. For example, the per diem rate for travel to the USA is USD 92, 30% of this is considered to cover the evening meal equating to USD 27.60 per person. If a group dinner covered 10 attendees, the total funding available to cover the meal would be USD 276. Any exceptions to this should be approved by the Budget Holder.

7 Accommodation Expenses

- Reasonable accommodation expenses (USD 300/night or below, not including tax) are reimbursed based on the submission of receipts.
- For accommodation expenses above USD 300/night, advance approval in writing is required from the responsible authorizing person from SNOMED International (see Section 2).
- An exception is made for hotels in the UK, where accommodation expenses up to GBP 280 plus VAT/night are allowable without further pre-approval (as of January 2024 this equates to approximately USD 360/night).

8 Air and Rail Transportation Expenses

- Travelers are generally responsible for booking transportation. SNOMED International will reimburse reasonable air and rail transportation expenses to and from approved work-related events based on receipts. Where receipts are not provided, tickets can be submitted to SNOMED International. Original airline boarding passes do not need to be included in the submission. Receipts submitted should include the start and end times of travel.

Management Board, Company Secretary and the CEO are entitled to business class travel for all modes of transport for SNOMED International approved business trips irrespective of the duration.

Senior Management Team is entitled to book first class rail travel and Business class travel for flights for SNOMED International approved business trips for the following scenarios:

- Medical reasons;

- Duration of journey (e.g. for flights of 6 or more hours duration or for night flights of 5 or more hours where work-related events begin within 24 hours of arrival);
- Higher Class reimbursed by other payer (e.g., where SNOMED International traveler is being reimbursed by an outside organization that is prepared to pay for a higher class of travel);
- Cost effectiveness or
- Other exceptional circumstances (e.g., the traveler will work during the journey on time-sensitive projects and such work could not be completed in economy class travel, or when there is a short period of time between arrival and critical events at which the traveler is representing SNOMED International).

Other travelers:

SNOMED International will reimburse, for approved SNOMED International business trips, the costs of standard class rail travel and economy class air travel to the station/airport closest to the destination. Exceptions (business class rail travel and/or premium economy or occasionally business class flights) to this policy must be approved by the Budget Holder. Exceptional circumstances may include:

- Medical reasons;
- Duration of journey (e.g., for flights of 6 or more hours duration or for night flights of 5 or more hours where work-related events begin within 24 hours of arrival);
- Higher Class reimbursed by other payer (e.g., where SNOMED International traveler is being reimbursed by an outside Organization that is prepared to pay for a higher class of travel);
- Cost effectiveness; or
- Other exceptional circumstances (e.g., the traveler will work during the journey on time-sensitive projects and such work could not be completed in economy class travel, or when there is a short period of time between arrival and critical events at which the traveler is representing SNOMED International).

Please note that with advanced approval, authorized travelers covered by the SNOMED International Travel Policy may be permitted to choose a different route or mode of transport on condition that any extra costs are at his/her charge (see Section 5.1 for more information).

9 Flight Passes and/or Other Corporate Schemes with Airlines

- Flight Passes and/or Corporate Schemes with airlines are currently only available to employees.
- These schemes should not be put in place for SNOMED International travel without approval from the Chief Operating Officer.
- Users of such schemes will be required to provide a statement from the Airline showing the flight credits purchased, the cost of such credits and details of the flights booked.
- Where a Corporate Scheme has been put in place, the Finance Team will either obtain statements direct from the Airline or via the appointed staff Member responsible for the Corporate Account.

- Flight Passes should be expensed via zExpense. The Finance Team will manage payments required for Corporate Scheme.

10 Travel by Taxi, Public Transportation, or Private Vehicle

- Necessary ground transportation, including airport shuttles, public transportation and taxis, can be claimed by submitting receipts. When receipts are not available, tickets can be submitted. Claims should be reasonable.
- A personal vehicle may be used when more appropriate than public transportation, however SNOMED International does not provide insurance for the vehicle or third-party liability.

insurance connected with the use of a private vehicle. Travelers authorized to use personal vehicles must ensure that the insurance legally covers damage to the vehicle and third-party liability when the vehicle is used for transportation to the work-related event. Individuals shall have no claims against the Organization in respect to any damages caused to vehicles or its contents or in respect to damages paid to a third party. When travel by personal vehicle is authorized, travelers will receive a kilometer allowance for a direct journey at rates set by the tax authorities in the respective jurisdictions.

- As of 1 January 2024, the mileage rates listed in Table 5 will apply.

Table 5: Mileage Rates

Country of Residence	Rate per Mile	Rate per KM	Per KM (USD)
Australia	AUD 1.37	AUD 0.85	0.58
Canada	CAD 0.95	CAD 0.59	0.45
Denmark	DKK 6.10	DKK 3.79	0.56
Germany	EUR 0.32	EUR 0.20	0.22
France (for mileage travelled between 1 to 5,000km/year based on 3CV power and below)	EUR 0.85	EUR 0.53	0.58
Sweden	SEK 4.02	SEK 2.50	0.25
United Kingdom (for mileage travelled between 1 to 16,093km/year i.e., 10,000 miles/year)	GBP 0.45	GBP 0.28	0.36
United Kingdom (for mileage travelled over 16,093km/year i.e., over 10,000 miles/year)	GBP 0.25	GBP 0.16	0.20
USA/Uruguay	USD 0.67	USD 0.42	0.42

Employees using zExpense, click on “Compensation” and select the relevant country of residence.

To claim reimbursement for these costs, the precise number of kilometers, not miles, driven in the private vehicle, and journey start and end addresses must be submitted to SNOMED International.

Vehicle parking costs at the airport or train station will be reimbursed where receipts are submitted.

Mileage to/from the airport or train station in relation to SNOMED International travel can be claimed.

11 Incidental Expenditure During Travel

Reimbursement may also be claimed for work-related expenses while on official travel if receipts are provided in the expense claim. Examples of such expenses include:

- Internet, postal, telephone, and fax expenses incurred for official purposes.
- Photocopying, printing, and reproduction of official documents.
- Vaccinations required or recommended for the country of destination by medical authorities.
- Official visa and document costs required by the country of destination.
- Excess baggage charges for the transport of documents or equipment required for official purposes (e.g., booth for a conference).
- Any work-related items/material, pre-approval may be required prior to purchase - check with the Budget Holder.

12 Currencies

Expenses should be submitted in the currency in which the cost was incurred and matching the receipt supporting the expense. Reimbursement will be made in the currency of the home location of the traveler unless an alternative preferred currency is requested and agreed with the Chief Operating Officer. Please note that:

- For employees using the online zExpense system, currency exchange conversions are automatically performed in the system.
- When using the manual Travel Expense Form, please use either,

The exchange rates are obtained from:

- <http://www.oanda.com/currency/converter/> using the rate on the first travel day. If travel commences on a Saturday, Sunday or bank holiday, use the rate from the next business day as currency exchange rates are only provided on working days or;

- The exchange rate received from a bank or other service provider when the transaction was settled. To use this method, provide a statement or receipt with the currency conversion rate together with the expense claims. Note that currency conversion fees are not reimbursable if claiming per diem (see section 6.2.2 above).

13 SNOMED International Corporate Credit Cards

Employees issued with SNOMED International corporate credit cards should use those cards to pay for any work-related travel expenses. Where per diem has been claimed, any meals charged to the card will be deducted from the total owed to the claimant. If those charges are higher than the total owed by SNOMED International to the employee for expense reimbursement, the traveler must repay the difference to SNOMED International.

The SNOMED International corporate credit card should not be used for cash withdrawals or personal expenses unless in exceptional circumstances authorized by the relevant Budget Holder. Where cash withdrawals have been approved, receipts for the expense item should be provided to support the claim in addition to the cash withdrawal receipt.

SNOMED International corporate credit cards are only available to employees if approved by the Chief Operating Officer. Exceptions to this would also require CEO approval.

14 Travel Advances

- Travelers who do not have a SNOMED International corporate credit card may request a travel advance. Such requests must be made at least 14 days in advance of the commencement of travel, and they must be approved by the Budget Holder.
- As a guideline, a travel advance may cover known expenses (e.g., hotel costs), plus no more than 75% of the total meal allowance expected to be due to the traveler.
- Any travel advance will be deducted from the amount owed by SNOMED International to the traveler. If the advance was higher than that amount, the difference must be repaid to SNOMED International. Questions about travel advances should be directed to invoices@snomed.org.

The Travel Advance Form can be requested from invoices@snomed.org.

15 Travel Costs Paid by Another Organization

In cases in which an organization other than SNOMED International has offered to pay part or all of the travel or other costs incurred by an authorized SNOMED International traveler, the traveler can either:

- Pay the expenses personally and receive reimbursement directly from the other Organization. In this case, the travel rules of the external authority apply, and the traveler is responsible for paying any taxes associated with the reimbursement; or

- Ask SNOMED International to pay the expenses according to the SNOMED International Travel Policy and ask the other Organization to reimburse SNOMED International. In this case, it is the traveler's responsibility to complete any documentation required by the other Organization and to pursue reimbursement from that Organization.

16 Honoraria

If offered an honorarium (e.g., a speaker fee), that honorarium shall be the property of SNOMED International. SNOMED International is responsible for any associated tax payable in accordance with HMRC.

17 Airmiles/Bonus Points/Other benefits accrued from Loyalty Schemes

- Airmiles, bonus points or other benefits from loyalty schemes offered by airlines/other Organizations may be earned by the traveler while traveling on behalf of SNOMED International.
- Redemption of such points, or any privately earned points from non-SNOMED International travel, against future trips on behalf of SNOMED International is at the discretion of each traveler. Should points be redeemed against travel expenditure incurred on behalf of SNOMED International, the traveler must claim the net cost of the travel after the points have been redeemed. SNOMED International will not repay the cost of any points/airmiles redeemed.
- All airmiles, bonus points or other benefits earned during SNOMED International related travel accrue to, and are the responsibility of, the traveler. The traveler is responsible for any taxation liability arising on these items.

18 Cancellation of Business Trip

If a business trip is canceled, all travelers should endeavor to obtain refunds of costs incurred. Where vouchers for future use are received from airlines/rail companies, these should be declared to SNOMED International, and a copy of the voucher supplied to the Finance Team via invoices@snomed.org. If the vouchers are to be passed on to another authorized traveler of SNOMED International, please make the Finance Team aware. The Finance Team will reconcile the vouchers monthly until the voucher has been used and will contact the relevant traveler from time to time to find out the timeframe for use of the voucher.

19 Appeals

In the unlikely event that there is any dispute concerning any claim under this policy, representation should be made to the Chief Operating Officer outlining the case and showing all supporting documentation. In the case of the GA Executive, the Management Board, the CEO or the Chief Operating Officer, representation should be made to a group of the MB Chair, MB Vice Chair, and the Company Secretary; recusals from this group must be made as necessary.