

# 2025 ANNUAL GENERAL MEETING (AGM)



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# AGENDA

## 2025 Annual General Meeting (AGM)

Notice is hereby given that the 2025 Annual General Meeting of the NHP members will be held on Friday, 27 June 2025 at 11:00 am at The Weinberg, 13 Jan Jonker Road, Klein Windhoek.

1. Opening and welcome.
2. Constitution and quorum.
3. To transact such other business as may be transacted at the AGM, subject to the rules of the Fund and the provision of the Medical Aid Funds Act, 1995 (Act 23 of 1995). Notices of motions to be placed before the meeting must reach the Principal Officer at [principalofficer@nhp.na](mailto:principalofficer@nhp.na) by no later than 14 days prior to the date of this meeting.
4. Approval of the agenda.
5. Introduction of the NHP Trustees and its Committees.
6. Approval of the Minutes of the 2024 AGM.
7. Presentation of the Chairperson's report.
8. Adoption of the Annual Financial Statements (Special AGM).
9. Appointment of the external auditors.
10. Approval of the Trustee remuneration fee structure for 2025/2026.
11. Any other questions.
12. Announcement of the newly elected as well as appointed Trustees to serve for the next 3 years.
13. Close of meeting.

By order of the Board of Trustees

**Dantago Garosas**

**Principal Officer**

# INTRODUCING THE NHP BOARD OF TRUSTEES AND ITS COMMITTEES

## NHP Board of Trustees

The NHP Board of Trustees comprises of 7 elected and 5 appointed Trustees who serve for a period of 3 years, whereafter they are required to retire from the Board, but may stand for re-election, should they wish to serve again.

The Board of Trustees may serve a maximum of three terms, each lasting three years.

They are entrusted with upholding the Fund's core mandate, guided by principles of sound corporate governance. In fulfilling their duties, the Trustees ensure the continued delivery of sustainable value in the best interests of NHP's members and stakeholders, by safeguarding financial soundness and supporting a stable, growing membership base.

All Trustees, though initially nominated due to their employment at employer groups, are appointed to serve in the interest of the Fund's members and thus do not represent the interest of their respective employers at Trustee meetings.

The Board of Trustees are accountable to the members of the Fund and are assisted by the Principal Officer.

The Board created 4 committees, to assist in the execution of its duties. A maximum of 6 Trustees per Committee may serve on these committees.

## Nomination and Remuneration Committee (NRC)

The NRC assists the Board of Trustees in fulfilling its responsibility to the nomination process, performance, succession and setting of remuneration levels of the Board of Trustees and the Principal Officer. The NRC comprises of 6 Trustees.

## Product Development Committee (PDC)

The PDC assists the Board of Trustees in respect of benefit design enhancements and changes, ensuring that the overall look and feel of the Fund is appealing to the members. The PDC comprises of 6 Trustees.

## Ex-Gratia Committee (EGC)

The EGC assists the Board of Trustees in assessing and if in agreement, allocating additional funds available to members (over and above the normal benefit amount). The EGC comprises of 6 Trustees.

## Audit, Investment and Risk Committee (AIRC)

The AIRC assists the Board of Trustees in fulfilling its responsibility to ensure effective internal financial controls and to manage financial risks. The AIRC comprises of 6 Trustees.

## Under normal circumstances, the committees meet as follows:

- Board of Trustees - 6 x per annum,
- AIRC - 4 x per annum,
- NRC - 5 x per annum,
- PDC - 6 x per annum,
- EGC - 11 x per annum (due to the urgency of applications submitted)

## General

All Board of Trustee and Committee meetings are held after normal working hours.



## NHP Board of Trustees as per December 2024

Breakdown of committees	Date Appointed	Board of Trustees	AIRC members	NRC members	PDC members	ECG members
Membership requirement		Maximum of 12 Trustees	Maximum of 6 Trustees	Maximum of 6 Trustees	Maximum of 6 Trustees	Maximum of 6 Trustees
Quorum requirement		7 Trustees	4 Trustees	4 Trustees	4 Trustees	4 Trustees
S Jacobs	2024/07/01	Chairperson		Trustee		Trustee
Dr. N Kock	2024/07/01	Trustee			Trustee	Trustee
J Maass	2024/07/01	Trustee	Trustee	Trustee		
N Auala	2024/07/01	Trustee	Trustee	Trustee		
B Neumbo	2024/07/01	Trustee	Trustee	Trustee		
T Titus	2022/07/01	Trustee	Chairperson		Trustee	
P Nghifitikeko	2022/07/01	Trustee		Trustee		Trustee
D Jimmy-Melani	2022/08/01	Trustee	Trustee		Trustee	
T Iileka-Amupanda	2021/07/01	Trustee		Chairperson		Trustee
W Duvel	2020/02/01	Trustee	Trustee		Trustee	
E Botes	2019/07/01	Trustee			Chairperson	Chairperson
H Volschenk	2019/07/01	Vice Chairperson			Trustee	Trustee

# MINUTES OF THE NHP ANNUAL GENERAL MEETING (AGM) HELD AT THE WEINBERG CONFERENCE FACILITY AND VIA ZOOM VIDEO CONFERENCE AT 11H00 ON FRIDAY, 28 JUNE 2024

## PRESENT:

Mr. W. Duvel	- NHP Trustee (Chairperson)
Ms. E. Botes	- NHP Trustee
Mrs. T. Iileka-Amupanda	- NHP Trustee
Mr. I. Kadhila	- NHP Trustee
Mrs. H. Volschenk	- NHP Trustee
Mr. P. McCallum	- NHP Trustee
Ms. T. Titus	- NHP Trustee
Ms. Sabrina Jacobs	- NHP Trustee
Mr. Phillip Nghifitikeko	- NHP Trustee (Zoom)
Mrs. D. Jimmy-Melani	- NHP Trustee (Zoom)
Mrs. D. Garosas	- Principal Officer
Mrs. M. Le Hanie -Beukes	- Fund Manager
Ms. E. Kanyemba	- Fund Secretary
Mr. C. Hoffman	- MHRs Actuary (Zoom)
Mr. R. Saunderson	- Medscheme Namibia
Mr. R. Skolnic	- Medscheme Namibia
Mr. H. Kaulinge	- Medscheme Namibia
Dr. I. Henckert-Weissnar	- Medscheme Namibia
Mr. J. Handuba	- Medscheme Namibia

Deloitte (Auditors) Representatives

NAMAF Representatives

NAMFISA Representatives

NHP Members - As per attendance register

Apologies: - None.

## 1. OPENING & WELCOME

The Chairperson opened the meeting and welcomed all present.

## 2. CONSTITUTION AND QUORUM

The Chairperson declared the meeting duly constituted and confirmed a quorum present.

## 3. APPROVAL OF THE AGENDA

To transact such other business as may be transacted at the AGM, subject to the rules of the Fund and the provision of the Medical Aid Funds Act, 1995 (Act 23 of 1995), notices of motion are to be placed before the meeting and must reach the Principal Officer at [principalofficer@nhp.na](mailto:principalofficer@nhp.na) by no later than 14 days prior to the date of this meeting.

The Principal Officer confirmed that no additional points were received from members prior to the meeting. The agenda was closed and adopted with no amendments being made.

#### 4. INTRODUCTION OF THE NHP TRUSTEES AND ITS COMMITTEES

The Chairperson noted that the NHP Board comprises of 12 Trustees. These Trustees have a fiduciary duty to represent the interests of members at all times. Members who nominate themselves for Trusteeship should do so for the right reasons and without conflict of interest or self-enrichment. All Trustee meetings are held on an after-hours basis, and it is expected that all Trustees show commitment and be present and on time for these meetings.

Four Committees were created to assist the Board of Trustees in the execution of its duties and decision making, namely:

- Nomination and Remuneration Committee (NRC)
- Product Development Committee (PDC)
- Ex-Gratia Committee (EGC)
- Audit, Investment and Risk Committee (AIRC)

The NHP Trustees and Chairpersons of the individual Committees were introduced to all present.

#### 5. APPROVAL OF THE MINUTES OF THE PREVIOUS AGM HELD ON FRIDAY, 30 JUNE 2023

The Chairperson asked for confirmation that the minutes, as presented, were a true reflection of the proceedings at the AGM held on Friday, 30 June 2023. They were subsequently adopted with an amendment raised by the Principal Officer to include the attendance of Ms. Theresia Titus which was omitted.

#### 6. PRESENTATION OF THE CHAIRPERSON'S REPORT

The Chairperson presented the integrated report for the year-ended 31 December 2023 and highlighted the following:

- The Board of Trustees approved an overall Fund average annual contribution increase of 8.9% for 2023. The increase was largely influenced by the average increase of 5.95% in the NAMAFA benchmark tariff for 2023. The Board of Trustees remain cognisant of the requirement to maintain adequate solvency levels; however, it remains a balancing act to keep contributions at an affordable level versus enabling access to quality healthcare.
- For 2023, the Fund made a net healthcare deficit of NAD42.8 million as a result of high claims, however, reported a surplus of NAD42.9 million after investment returns of NAD85.8 million. The Fund ended the financial year 2023 with a solvency ratio of 25.2% which was 1.1% lower than the budgeted figure of 26.3% and 1.8% below the 2022 financial year solvency ratio of 27%.
- The Fund had an exponential growth of 14.7% in membership for the year, with over 3 700 members, due to a take-on of mainly two large employer groups from the financial sector. It was a seamless take-on, which is mainly attributable to the excellent operational efficiency of our administrator, Medscheme Namibia.
- Achievements:
  - The Fund still maintained the minimum solvency guideline per the regulator NAMFISA. This is due to exceptional investment returns, under the stewardship of our diverse and well skilled Board of Trustees.
  - Our review indicates that the non-healthcare costs as a percentage of contributions have reduced from 11% in 2014 to 9% in 2023. The Board of Trustees will actively continue to review initiatives to innovatively reduce non-healthcare costs as a percentage of contributions.
  - A strategic focus was also placed on servicing the uninsured market through the introduction of our low-cost primary care option called PharmacyCare, a drive to ensure that as many Namibians can have access to medical aid coverage at an affordable rate.

- Operational Efficiencies:
  - 97% claims processed within 30 days.
  - New claims captured within 5 days.
  - 94% claims from electronic data interchange (EDI), 6% paper.
  - Weekly claims payment runs to providers.
  - 93% first time query resolution.
  - Managed Care authorisations within 48 hours.
  - Immediate emergency authorisations.
  - Membership applications processed within 5 days.
  - Monthly member statements (post/e-mail).

The Chairperson thanked the Board of Trustees for their dedication and commitment in dealing with the affairs of the Fund in a professional and transparent manner and in providing the required guidance and leadership, in a time when the Fund and industry faced specific challenges. Gratitude was also extended to the NHP members for their continued support and membership, as well as the entire office of the Principal Officer and the Administrator, Medscheme Namibia, for their commitment, hard work and operational excellence over the past year.

Questions by the members:

- There were no questions posed to the Chairperson.

The Chairperson's report was noted by all present.

## 7. ADOPTION OF THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

The Annual Financial Statements for the 2023 financial year were presented by Mr. Immanuel Kadhila in his capacity as the Chairperson of the AIRC. The following results being highlighted (N\$'000):

- A net contribution income of N\$1,719,453,567.
- A net healthcare deficit of N\$42,853,780 was reported for the period under review.
- A net surplus of N\$42,994,277 was recorded for 2023.
- Total funds for the period under review amounted to N\$476,478,901.
- Total liabilities for the period under review amounted to N\$236,489,419.
- A solvency ratio of 25.2% was recorded at the end of 2023.
- The Fund had a total of 38,298 Principal members as per 31 December 2023.

It was noted that there was a change in the accounting standard applicable to the Fund, due to IFRS 17, as per the statement presented below:

Statement of comprehensive income for the year ended 31 December 2023		
	2022 NS'000	2023 NS'000
Insurance revenue	1,607,801	1,889,070
Insurance service expenses	(1,568,408)	(1,927,602)
<b>Insurance service result</b>	<b>39,393</b>	<b>(38,532)</b>
Investment income	2,382	82,622
Interest received on cash and cash equivalents	1,775	3,277
<b>Net investment income</b>	<b>4,157</b>	<b>85,898</b>
<b>Net Healthcare result</b>	<b>43,550</b>	<b>47,366</b>
Interest on lease liability	-	(50)
Operating expenses	(45,191)	(48,876)
Recoveries from service providers and other sundry income	1,641	1,559
<b>Net (deficit)/surplus for the year</b>	<b>0</b>	<b>0</b>
Other comprehensive income/(loss)	-	-
<b>Total comprehensive income for the year</b>	<b>0</b>	<b>0</b>

The Annual Financial Statements as presented were approved and adopted by all present.

It was further noted that Deloitte and Touché were appointed as the external auditors of the Fund for the 2024 financial year.

### 8. APPROVAL OF TRUSTEE REMUNERATION FEE STRUCTURE FOR 2024/2025

As per NAMFISA Directive PI/MA/1/2014, the Trustees’ remuneration fee structure needs to be presented and approved at every AGM. The sitting fees are paid to Trustees serving on the Board of Trustees and the respective Committees.

The Principal Officer proposed a 4.9% inflationary (May 2024) increase in the Trustees remuneration fee structure for 2024/2025, with effect from 1 July 2024.

The PO added that in 2023, a 0% increase in the Trustees remuneration fee structure for 2023/2024 was proposed and approved in consideration of the challenges which impacted the sustainability of the Fund at the time.

Questions by the members:

A member inquired whether there was benchmarking conducted by the Fund in terms of the Trustees remuneration fees with similar medical aid funds in the industry. The Principal Officer confirmed that benchmarking was conducted, the outcome of which is that NHP’s Trustees remuneration structure is below the market in comparison to others.

The Trustee remuneration fee structure for 2024/2025, as presented, was approved and adopted by the members.

### 9. ANNOUNCEMENT OF THE NEWLY ELECTED AND APPOINTED TRUSTEES TO SERVE FOR THE NEXT 3 YEARS

Mr. Uisso from Deloitte introduced himself to all present, noting that Deloitte, as the auditors of the Fund, were requested to assist with the electronic voting process to ensure that the necessary rules are enforced and to provide assurance to members and all stakeholders that the process was fair and transparent.



Mr. Uisso highlighted the following:

- I. Electronic voting was conducted for the seventh year running and voter participation decreased by 11% in 2024 compared to 2023.
- II. The Trustee nomination process was handled by the office of the PO. Deloitte created a ballot with the nominees using a platform called Election Buddy.
- III. Medscheme provided Deloitte with a list of principal member membership numbers, mobile/cell phone numbers, and email addresses; and individual links were sent out to each principal member with a unique key to enable online voting.
- IV. The number of casted votes tallied amounted to 6624, with 414 voters that abstained from voting.
- V. 10059 members opened the ballot, but did not vote.
- VI. A significant number of undeliverable voting notification emails was experienced. Mr. Uisso indicated that the Fund should investigate the reasons why voting emails were not received and/or delivered.

Mr. Uisso then handed over to the Principal Officer to announce the appointed NHP Trustees.

In reference to the NHP Nomination and Remuneration Committee Charter. Appointed Trustee positions are available to the three employer groups who represent the three largest client groups in the books of NHP (Ohlthaver & List Group, FirstRand Namibia and Capricorn Group) as well as a technical medical expert.

In accordance thereof, the PO announced the appointment of:

1. Dr. Nils Kock - Technical Medical Expert
2. Mr. Bradley Neumbo - FirstRand Namibia/FNB
3. Mr. Johan Maass - Capricorn Group/Bank Windhoek

Mr. Uisso then proceeded to read the results of the voting process, announcing the two candidates who had received the highest number of votes in the respective categories:

4. In the category of HR skills - Ms. Nyanyukweni Auala with 1939 votes and
5. In the category of Legal skills - Mrs. Taimi lileka-Amupanda with 1725 votes.

The Chairperson thanked Deloitte for their assistance and congratulated Mrs. lileka-Amupanda on her re-election and Ms. Auala, welcoming her to the NHP Board of Trustees.

The floor was then opened for any questions by those present. There were no further questions from the members present.

## 10. CLOSE OF MEETING

The Chairperson thanked everybody for their attendance and input and, with there being no further matters to discuss, closed the meeting.

The meeting was closed at 12h00.

## CHAIRPERSON'S REPORT

### Dear Members

It is my privilege to present the Chairperson's Report on behalf of the NHP Board of Trustees for the year ended 31 December 2024. Despite a dynamic operating environment, the Fund delivered a solid performance marked by strong membership growth, stable financial management and progress in our core priority: delivering value to our members through funding towards accessible, affordable and quality healthcare.

### Financial Performance and Sustainability

NHP remains in a robust financial position for the foreseeable future, reflecting a steady recovery from a challenging 2023 financial year, influenced by a reduction in claim vs budget, a substantial increase in investment returns and contained healthcare costs.

Following the introduction of the IFRS accounting standard applicable to medical aid funds, the alignment of the Annual Financial Statements with regulatory and audit provisions has become a necessity, to uphold the required governance standards.

This alignment is in progress and subject to regulatory approval. In light thereof, the Fund will convene a Special Annual General Meeting later in the year, during which the audited financial statements for the year ended 31 December 2024 will be formally tabled.

### Achievements

We believe that healthcare should serve our members by offering them value for their contributions and being responsive to their changing needs. We continuously maintain members' access to programmes aimed at improving or maintaining their health and wellness.

In terms of operational efficiency, claims processing remained a key priority, with 98% of claims processed within 30 days and weekly payment runs made to providers. First-time query resolution stood at 69%, while Managed Care authorisations were finalised within 72 hours. New membership applications were processed within 5 days, and monthly member statements were issued via post or email.

We have the strong belief that NHP continues to raise the bar for medical aid funds in Namibia. The Fund was once again honoured with the prestigious PMR Diamond Arrow Award in 2024 for Best Medical Aid Fund in Namibia for 15 consecutive years, reflecting a sustained commitment to quality, member satisfaction and industry leadership.

### A Planned Future

The stoic philosopher Seneca's timeless words remind us that purpose and direction are essential: "If a man knows not to which port he sails, no wind is favourable".

In October 2024, we paused to reflect - asking ourselves: how can we better serve you, our members in a world that continues to change around us? As part of this reflection, the Fund undertook a comprehensive strategic review to ensure our direction remains relevant, member-focused and aligned with the evolving healthcare landscape.

This process resulted in the development of a renewed three-year strategic outlook that will guide our efforts through to 2027. At the heart of this strategy lies our continued commitment to our members, encapsulated in our ethos, "We're About You."

Our new strategic framework is built on four key pillars:

- Solvency - to safeguard the Fund's long-term financial health and sustainability
- Membership - to grow and retain a diverse, inclusive and engaged member base in a responsible and sustainable manner
- Costs - to manage rising healthcare costs proactively through innovation and strong partnerships
- Value - to deliver meaningful, high-quality benefits and service experiences to members, employer groups and healthcare providers

These pillars reflect our promise to put members at the centre of what we do, ensuring that every decision contributes to their health, financial protection and service experience.

### Acknowledgements

To my fellow Trustees, thank you for your vision, diligence and strategic guidance. Your commitment ensures the continued stability and governance of the Fund. To our Administrator, Medscheme Namibia, we appreciate your operational excellence and member service delivery.

To the Principal Officer, Ms. Dantago Garosas and her team, thank you for your dedicated service and leadership throughout the year.

### Conclusion

The Trustees remain steadfast in upholding sound governance principles and ensuring member satisfaction. This strikes a delicate balance between the healthcare needs of all members and affordability considerations and acting in the best interests of our members while safeguarding the Fund's sustainability.

To you, our valued members, thank you for trusting us. Your health is our priority, and in 2025 and beyond, we remain committed to being a steady lifeline in your healthcare journey—serving every heartbeat and staying true to our promise: "We're About You."

Yours in Health

**Chairperson**  
**Sabrina Jacobs**  
**Board of Trustees - Namibia Health Plan (NHP)**

# CONTACT DETAILS

## GET IN TOUCH

### Head office: Windhoek

Walk-in assistance: Erf 1319 Grove Street, Kleine Kuppe

Tel: 061 285 5400

Website: [www.nhp.com.na](http://www.nhp.com.na)

Postal: PO Box 23064, Windhoek

Operating hours: Monday to Friday 07:45 - 17:00

### Fraud hotline - Confidential

Tel: 0800 647 000

Email: [medschemenamibia@whistleblowing.co.za](mailto:medschemenamibia@whistleblowing.co.za)

### NHP emergency numbers

(Monday to Sunday until 22:00)

After hours: 081 372 9910

In-hospital: 081 145 8580

## BRANCHES

### Swakopmund

Tel: 064 405 714

Email: [swakop@nhp.com.na](mailto:swakop@nhp.com.na)

Walk-in assistance: Office number 2,1st floor,

Food Lovers Market, 50 Moses Garoeb Street

Postal: PO Box 2081, Swakopmund

### Walvis Bay

Tel: 064 205 534

Email: [walvis@nhp.com.na](mailto:walvis@nhp.com.na)

Walk-in assistance: Office No. 7, Welwitschia Hospital Centre

Postal: PO Box 653, Walvis Bay

### Ongwediva

Tel: 065 238 950

Email: [oshakati@nhp.com.na](mailto:oshakati@nhp.com.na)

Walk-in assistance: Unit 1, Central Park (opposite Medipark),

Auguste Tanyaanda Street

Postal: PO Box 23064, Windhoek

### Keetmanshoop

Tel: 063 225 141

Email: [keetmans@nhp.com.na](mailto:keetmans@nhp.com.na)

Walk-in assistance: Unit 12, No. 17, Hampie Plichta Street,

Desert Plaza

Postal: PO Box 1541, Keetmanshoop

## DEDICATED

### Oncology Disease Management Programme

Tel: 061 285 5422

Email: [oncology@nhp.com.na](mailto:oncology@nhp.com.na)

### Wellness

Tel: 061 285 5437

Email: [wellness@nhp.com.na](mailto:wellness@nhp.com.na)

## CLINICAL RISK

### Chronic Medicine Management

Tel: 061 285 5417

Email: [chroniccare@nhp.com.na](mailto:chroniccare@nhp.com.na)

### Beneficiary Risk Management

Tel: 061 285 5417

Email: [nhpbrm@nhp.com.na](mailto:nhpbrm@nhp.com.na)

## SUPPORT

### Membership

(Applications, contributions and amendments)

Tel: 061 285 5400

Email: [members@nhp.com.na](mailto:members@nhp.com.na)

### Ex-Gratia

Email: [exgratia@nhp.com.na](mailto:exgratia@nhp.com.na)

### Optical

Email: [optics@nhp.com.na](mailto:optics@nhp.com.na)

### Claims

Tel: 061 285 5400

Email: [claims@nhp.com.na](mailto:claims@nhp.com.na)

### Hospital pre-authorisation

Tel: 061 285 5400

Email: [cases@nhp.com.na](mailto:cases@nhp.com.na)

### International Travel Insurance

Tel: 061 285 5400

Email: [nhptravel@nhp.com.na](mailto:nhptravel@nhp.com.na)

### New business

Tel: 061 285 5407

Email: [newbusiness@nhp.com.na](mailto:newbusiness@nhp.com.na)

### Healthcare providers

Tel: 061 285 5444

Email: [providers@nhp.com.na](mailto:providers@nhp.com.na)