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## SAESI DIRECTORS MEETING #4

**MINUTES OF THE SOUTHERN AFRICAN EMERGENCY SERVICES INSTITUTE NPC DIRECTORS MEETING #4 Held On Thursday and Friday 6 & 7 August 2015, at Interact Media Defined, 13A Riley Road, Bedfordview, Johannesburg.**

### 1. OPENING OF THE MEETING

#### 1.1 Welcome and Opening

Mr. M Ramlall informed the Board members that Mr. Masibi as Chairperson apologised for being unable to attend the Board Meeting session on Thursday 6 August 2015.

Mr. R Janse van Vuuren proposed that the meeting continue in the absence of Mr. Masibi as the meeting is a quorum and can therefore constitutionally continue.

Mr. Masibi agreed telephonically that the first meeting of the Board of Directors after acceptance of the Memorandum of Incorporation is considered constituted and can proceed.

The meeting started at 13h53 pm.

### 2. CONSTITUTING OF MEETING

The meeting was in quorum at 3 out of 4 of the Board members present.

#### 2.1 Present

##### Thursday 6 August 2015

D Padayachee	-	Vice Chairman of the Board (President)
M Ramlall	-	Director (Vice President)
R Janse van Vuuren	-	Director (Chairperson: Administration Committee)
S van den Berg	-	Head Office

## **Friday 7 August 2015**

OS Masibi	-	Chairman of the Board (Immediate Past President)
D Padayachee	-	Vice Chairman of the Board (President)
M Ramlall	-	Director (Vice President)
R Janse van Vuuren	-	Director (Chairperson: Administration Committee)
S van den Berg	-	Head Office

## **2.2 Apologies**

### **Thursday 6 August 2015**

OS Masibi	-	Chairman of the Board (Immediate Past President)
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## **3. AGENDA ITEMS**

Mr. R Janse van Vuuren proposed that the items submitted by the Board Members be prioritised for discussion before proceeding.

Mr. M Ramlall countered the proposal by submitting that the Board of Directors had to appoint a Vice Chairman of the Board as first order of business. He proposed Mr. D Padayachee as President of the Southern African Emergency Services Institute NPC as Vice Chairman of the Board. Mr. R Janse van Vuuren seconded the motion.

### **BOD Adopted Resolution # 8 – Appointment Vice Chairman of the Board**

**The Board of Directors appointed Mr. D Padayachee as the Vice Chairman of the Board of Directors of the Southern African Emergency Services Institute on Thursday 6 August 2015.**

Mr. M Ramlall proposed that Mr. R Janse van Vuuren be appointed as the Treasurer of the Board of Directors. Mr. D Padayachee seconded the motion.

### **BOD Adopted Resolution # 9 – Appointment Honorary Treasurer of the Board**

**The Board of Directors appointed Mr R Janse van Vuuren as the Treasurer of the Board of Directors of the Southern African Emergency Services Institute on Thursday 6 August 2015.**

Legislative compliance with regards to the adoption of the Company Memorandum of Incorporation was discussed with reference to the submission to CIPC, compliance with prescribed timelines with respect to the first Board Meeting, appointment of Audit and Risk Committee and the Nominations Committee.

## **3.1 CORRECTIONS TO MOI AND PUBLICATION / CIPC**

### **BOD Adopted Resolution # 10 - MOI**

a) **The Board of Directors approved the finalisation of the Memorandum of Incorporation, incorporating the corrections tabled at the Institute Council Meeting held in Kimberley during June 2015.**

b) **The Board of Directors approved the printing and proper binding of the Memorandum of Incorporation with the purpose of issuing each Prescribed Officer with a copy at the next Executive Committee Meeting.**

## **3.2 APPOINTMENT OF CEO AND COMPANY SECRETARY**

### **BOD Adopted Resolution # 11 -Company Secretary**

a) **The Board of Directors agreed to investigate the outsourcing of the Company Secretary function to a juristic third party and tasked Mr. R Janse van Vuuren to acquire three quotations from Price Waterhouse Cooper, Deloitte & Touche and CGF Institute to be tabled at the next Board Meeting.**

**b) The Board of Directors agreed on the appointing of a Chief Executive Officer in alignment with the Company Memorandum of Incorporation.**

The Board members D Padayachee, M Ramlall and R Janse van Vuuren held a private caucus in the absence of Miss. S van den Berg to discuss the appointment of a Chief Executive Officer.

#### **BOD Adopted Resolution # 12 – Chief Executive Officer**

**The Board of Directors agreed to appoint Miss. Salomé van den Berg as Chief Executive Officer of the Southern African Emergency Services Institute NPC with the following notifications;**

- **Miss van den Berg was found to be the most acceptable candidate considering her qualifications and reputable work ethics.**
- **The Chief Executive Officer will be the Operational Manager for the Company Head Office notwithstanding the legislative requirements prescribed in the Memorandum of Incorporation and Company Rules.**
- **The financial ramification is an R 5000-00 (Five Thousand Rand) increase on the current monthly salary of Miss van den Berg.**
- **Miss van den Berg was given 10 days to reply in writing on the acceptance or decline of the offer.**
- **Miss van den Berg accepted the offer in principle.**

### **3.3 And 3.4 ESTABLISHING / APPOINTING THE NOMINATIONS COMMITTEE AND AUDIT & RISK COMMITTEE AS SUB-COMMITTEES OF THE BOARD**

#### **BOD Adopted Resolution # 13 – Board of Directors Sub-Committees**

**The Board of Directors agreed that the appointment of the Audit and Risk Committee as well as the Nominations Committee would be postponed until after the appointment of the Company Secretary has been concluded.**

### **3.5 2015 GLOBAL FIRE SERVICES LEADERSHIP ALLIANCE SUMMIT**

Mr. D Padayachee informed the Board Members that the summit will not realise as the International Fire Chiefs are experiencing financial constrains preventing their attendance at the Conference.

Mr. R Janse van Vuuren proposed to use the time that became available due to this cancellation to have an Executive Committee Meeting instead.

#### **BOD Adopted Resolution # 14 – EXCO Meeting during 2015 Conference**

**a) The Board of Directors approved to schedule an Executive Committee Meeting during the Institute 30<sup>th</sup> Conference instead of the 2015 Global Fire Service Leadership Alliance Summit.**

**b) The Board of Directors approved that an agenda for the Executive Committee Meeting will be compiled by the Board which will include inviting and interacting with the International Fire Chiefs in attendance, including a small evening function with them. Mr. R Janse van Vuuren was tasked with compiling the Agenda for circulation.**

**c) The Board of Directors agreed to include the signing of the agreement reached between SAESI and the QCTO/LGSETA as part of the agenda for the Executive Committee Meeting.**

**d) The Board of Directors approved that the scheduled Executive Committee for September 2015 will be cancelled.**

The following unlisted item was dealt with.

### **3.6 TERMS OF REFERENCE OF THE BOARD OF DIRECTORS**

#### **BOD Adopted Resolution # 15 – TOR Board of Directors**

**Mr. M Ramlall and Mr. R Janse van Vuuren was tasked to compile Terms of Reference for the Board of Directors and to circulate it to the Board Members for commentary and submission at the next meeting of the Board of Directors.**

The meeting of the Board of Directors of the Southern African Emergency Services Institute NPC adjourned on 6 August 2015 at 16h07.

The Board Meeting of the Southern African Emergency Services Institute NPC re-convened at 08h51 on Friday 7 August 2015.08.24

Mr. OS Masibi, Chairman of the Board requested Mr. D Padayachee to continue with the meeting in order to affect continuation in light of his absence the previous day. Mr. M Ramlall supported and proposed to illuminate the items on the Agenda already dealt with as well as indicate which items are outstanding and prioritise the items for this session. All items not dealt with will be postponed to the next Board of Directors Meeting. The listing was as follow;

Items dealt with in order of number on Thursday 6 August 2015

1.1 Corrections to MOI and Publication/CIPC

1.3 Appointment of CEO and Company Secretary as well as Vice Chairman of the Board, Treasurer of the Board

1.4 Establishing/Appointing the Nominations Committee as sub-committee of the Board

1.5 Establishing/Appointing the Audit/Risk Committee as sub-committee of the Board

1.12 2015 Global Fire Service Leadership Alliance Summit

Unlisted item: Terms of Reference of the Board of Directors

Items prioritised for discussion on 7 August 2015

1.23 Budget and the budget process

1.7 Workshop for Working Groups (previous Standing Committees) to realign the Working Groups as per the strategic session before the next Executive Committee meeting

1.25 2015 SAESI Conference

1.26 2015/2016 Scheduling - Board Meetings

1.22 Conference Costs/travel/accommodation for Directors

1.24 Relocation of Head Office

### **3.7 BUDGET AND THE BUDGET PROCESS**

Mr. R Janse van Vuuren gave the members a graphic presentation of the changes to the financial processes that will come into effect since the establishment of the Company, Board of Directors and acceptance of the Memorandum of Incorporation.

Mr. R Janse van Vuuren proposed that;

- a) The Board of Directors takes note of the new Budgetary Process to be adopted,
- b) That the responsibility for the acceptance of the Budget has shifted from the Executive Committee and has become the responsibility of the Board of Directors
- c) The finalisation of the budgetary process and the finalisation of the budget for the next financial year will be finalised by the Administration Working Group on the 20<sup>th</sup> of August 2015 to be tabled for consideration at the next meeting of the Board of Directors

Mr. OS Masibi alluded to a previous item tabled at the Executive Committee with regards to the changing of the Company's financial year to align it with the financial year of the Receiver of

Revenue (Country/General Populace) and considering the Municipal Financial year as well. General discussion took place considering all contributions received in this regard from role players, reputable and qualified sources, and the company registration etcetera.

Mr. OS Masibi proposed that the Board Members research the validity and or need to change the Institute Financial Year and table the item at the next Board Meeting. Mr. M Ramlall cautioned the house that considering the advice received from a reputable source being the Institute registered accountants/auditors that it is in the interest of the Institute to maintain the current financial year, the Board should reconsider the changing of the Institute Financial Year and the impact it will have.

Mr. OS Masibi withdrew his proposal.

#### **BOD Adopted Resolution # 16 – Budget, Budget Processes and Financial Requirements**

- a) **The Board of Directors resolved that the Budget and Budget Processes in terms of applicable legislation is vested with the Board of Directors and therefore these Items will be dealt with at the next meeting of the Board of Directors.**
- b) **The Board of Directors agreed that the responsibility to draft and compile the required financial regulations, processes and requirements lie within the parameters of the Administration Working Group and said Working Group will conclude the proposed financial regulations and processes at their next meeting scheduled for the 20<sup>th</sup> of August 2015**
- c) **After thorough analysis of the responsibilities and requirements expected of the new Board of Directors during the transition period of the Southern African Emergency Services Institute NPC the Board approved an increase in the frequency of the Board Meetings should it be required over and above the prescribed 4 (four) meetings per annum.**
- d) **The Board of Directors resolved to maintain the current financial year of the Institute to be from the 1<sup>st</sup> of October to the 30<sup>th</sup> of September year on year and incorporate the new proposed financial requirements within this structure henceforth.**

### **3.8 WORKSHOP FOR WORKING GROUPS TO REALIGN THE WORKING GROUPS AS PER THE STRATEGIC SESSION BEFORE THE NEXT EXECUTIVE COMMITTEE MEETING**

Mr. D Padayachee proposed that a follow up Workshop for Working Groups be scheduled before the next Executive Committee meeting to continue and conclude the process started at the Strategic Session with regards to the establishment and alignment of the current Standing Committees into Working Groups.

Intense deliberation on the item took place among the Board Members. Mr. Ramlall and Mr. R Janse van Vuuren disagreed on the interpretation of points 6.1.1.10 on page 18 and 6.1.2 on page 19 of the Memorandum of Incorporation.

#### **BOD Adopted Resolution # 17 - MOI**

**The Board of Directors agreed to get clarity from CGF with regards to the interpretation/explanation of points 6.1.1.10 and 6.1.2 on pages 18 and 19 respectively as contained in the Memorandum of Incorporation and table the interpretation at the next Board Meeting.**

#### **BOD Adopted Resolution # 18 - MOI**

**The Board of Directors agreed that the corrected Memorandum of Incorporation be available at the next Board Meeting and be used as reference in hard copy and as presentation in electronic form.**

### **BOD Adopted Resolution # 19 – SAESI Re-alignment Workshop**

The Board of Directors approved a Workshop for Working Groups to be part of the Agenda for the Executive Committee Meeting on day one scheduled for 2 and 3 November 2015 in order to establish and or realign the current Standing Committees into Working Groups.

Mr. D Padayachee was excused from the Board meeting at 11h06 as requested by him. The Board Meeting continued in his absence.

### **3.9 2015 SAESI CONFERENCE**

Mr. R Janse van Vuuren informed the house that the item was just for information and indicated that the planning and proceedings for the 30<sup>th</sup> SAESI Conference were well on track.

Mr. R Janse van Vuuren enquired with regards to the putting out of tender for the hosting of the next SAESI Conference in 2017. The Board agreed that engaging with the current service provider and or possible new service providers would be premature without having the opportunity to evaluate the success and or failure of the current 30<sup>th</sup> Conference to be held in November 2015.

### **BOD Adopted Resolution # 20 – BOD Agenda Items**

The Board tabled the following items to be included in the Agenda for the next meeting of the Board of Directors as New Items:

- a) The Board approved to overview the current contractual agreement between Interact Media Defined and SAESI with regards to the hosting of the Institute Conference.
- b) The Board acknowledged the need to budget for future costs relating to attendance, travel and other costs incurred by Members of the Board in advancing the interests of the Institute. Resolution #8 Indicated above speaks to this point and will be dealt with at the next Board Meeting.
- c) Board Members are entitled under the current Assisted Travel Policy for travel assistance in the attendance of official events and meetings including the conference.
- d) The Board of Directors approved the clarification of the roles and responsibilities including standardising of dress code for Board Members during the 30<sup>th</sup> SAESI Conference.

### **3.10 2015/2016 SCHEDULING - BOARD MEETINGS.**

Refer to Resolution # 20.c) contained above. Mr. R Janse van Vuuren presented a proposed analysis of the frequency of meetings in light of the way forward for the Board of Directors, the Executive Committee, the Working Groups as well as the Branch structures. The Board of Directors Meetings should be scheduled after the Executive Committee Meetings. The Chairman of the Board will table a report to Executive Committee for information, deliberation and action.

### **BOD Adopted Resolution # 21 – SAESI Meeting Schedules**

- a) The Board of Directors noted the current scheduled structure for meetings of the Institute.
- b) The Board of Directors acknowledged the discontinuity of meeting frequency and scheduling of Branches and tasked the Administrative Working Group to investigate and table a meeting schedule at the next Board Meeting, incorporative of the Branches in alignment with the proposed scheduling of the Board of Directors Meetings.

The Board took a reses at 11h45 and reconvened at 12h06.

### **3.11 RELOCATION OF HEAD OFFICE**

Mr. R Janse van Vuuren presented the Board with background information to the item and referred to the original concept of establishing a "SAESI HOUSE". Mr. R Janse van Vuuren listed the current shortcomings of the Head Office premises with regards to space, safety, privacy etcetera. Mr. R



Janse van Vuuren also indicated that the current property market is ideal for acquiring property. The Board of Directors in principal supported the notion.

**BOD Adopted Resolution # 22 – SAESI House**

- a) The Board of Directors took note of the necessity to relocate Head Office and establish a SAESI House
- b) The Board of Directors tasked Miss. S van den Berg to table a proposal with suitable properties available at the next Board Meeting for consideration.

With time available the Board added item 1.21 Authorization of persons eligible to enter into contract and MOU to the Agenda for discussion.

**3.12 AUTHORIZATION OF PERSONS ELIGIBLE TO ENTER INTO CONTRACTS AND MOU**

**BOD Adopted Resolution # 23 – Authorization of persons eligible to enter into contracts and Mou's**

- a) The Board of Directors agreed that the signing of and entering into contractual agreements and Memorandums of Understanding is limited to and restricted to Executive Directors of the Board of Directors of the Southern African Emergency Services Institute NPC.
- b) The Board of Directors agreed that the operational function of Head Office inclusive of the financial management, employee management, Working Group and Branch Co-ordination of Company Rules and Compliance administration is a directive of the CEO

**4. NEXT MEETING OF THE BOARD OF DIRECTORS**

The next Board of Directors Meeting was scheduled for the 4<sup>th</sup> and 5<sup>th</sup> of September 2015 at the offices of the Ekurhuleni Disaster & Emergency Management Services Offices in Bedfordview to start at 09h00.

**5. CLOSING OF MEETING**

Mr. OS Masibi, Chairman of the Board closed the meeting at 12h38 on Friday 7 August 2015

A handwritten signature in black ink, appearing to read "Masibi", enclosed within a hand-drawn circle.