

Southern African Emergency Services Institute NPC

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Terms of Reference: Board Sub-Committee - Nominations



VERSION HISTORY

The version history highlights high level changes made to this document during each period of review.

VERSION	NOTES	CHANGES MADE	DATE
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SIGN OFF

Approved

Chairman of the Board

Date

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1. INTRODUCTION

- 1.1 This document proposes a model Terms of Reference and standard for the Board Sub Committee – Nominations of the Southern African Emergency Services Institute NPC, to comply fully with the requirements of the Memorandum of Incorporation, Code of Ethics and Conduct, the SAESI Membership document, the Companies Act 71 of 2008 and requirements of good governance as indicated in documents and reports such as the King 3 report.
- 1.2 This Terms of Reference enables and regulates the succession plan of SAESI.

2. ABBREVIATIONS

- 2.1 In this Terms of Reference, the following abbreviations will have the following meaning(s):
 - 2.1.1 **AGM** – the Annual General Meeting of the Institute and can also be referred to as the Council meeting;
 - 2.1.2 **BOD** – the Board of Directors of the Southern African Emergency Services Institute NPC
 - 2.1.3 **EXCO** – the Executive Committee of SAESI;
 - 2.1.4 **MOI** – the Memorandum of Incorporation of the Southern African Emergency Services Institute NPC;
 - 2.1.5 **NPC** – Non-Profit Company
 - 2.1.6 **SAESI** – the Southern African Emergency Services Institute NPC, and the word “Institute” or “Company” will have the same meaning;
 - 2.1.7 **TOR** – the Terms of Reference
- 2.2 Any reference to the male will have the same meaning or application to the female, where applicable.
- 2.3 Any reference to the singular will have the same meaning to the plural, where applicable.
- 2.4 Words that are defined in the MOI bear the same meaning in this Terms of Reference as in the MOI.

3. PURPOSE OF THE COMMITTEE

- 3.1 The purpose of this Sub Committee is to assist the company to retain an appropriate structure, size and balance of skills to support the strategic objectives and values of the company.
- 3.2 The Sub Committee assists the company in meeting its responsibilities regarding the determination and implementation to enable the recruitment, motivation and retention of human capital generally.
- 3.3 The Sub Committee oversees arrangements for appointments, including election processes and succession planning.
- 3.4 The Sub Committee also assists the company by reviewing and making recommendations in respect of the remuneration policies and framework for all human capital.

4. AUTHORITY OF THE COMMITTEE

- 4.1 The Board Sub Committee - Nominations is a Sub Committee of the Board of SAESI (“the Board”) from which it derives its authority and to which it regularly reports.
- 4.2 The Sub Committee has delegated authority from the Board in respect of the functions and powers set out in these Terms of Reference.
- 4.3 The Sub Committee has authority to verify any matter within its Terms of Reference and to obtain such information as it may require from any Prescribed Officer.

5. CONSTITUTION OF THE COMMITTEE

5.1 Chairperson of the Committee

- 5.1.1 The Chair of the Sub Committee will be a Board member appointed by the Chair of the

Board.

5.1.2 In the absence of the Chair of the Sub Committee or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

5.1.3 The Chair of the Sub Committee have a casting vote.

5.2 Composition of the Committee

5.2.1 The Sub Committee shall comprise of not less than four (4) and not more than seven (7) persons.

5.2.2 Members of the Sub Committee shall be appointed by the Council of SAESI.

5.2.3 Members from the SAESI shall form the majority of the Sub Committee at all times.

5.3 Duration of Appointments

5.3.1 Unless otherwise determined by the Board, the duration of appointments of members of the Sub Committee shall be for a period of up to two (2) years.

5.3.2 Members of the Sub Committee may be re-elected for a second term of office.

5.4 Secretary of the Committee

5.4.1 The Companies Secretary or their nominee shall act as Secretary to the Committee and attend all meetings.

5.4.2 The Secretary shall record the proceedings and decisions of the Sub Committee meetings and the minutes shall be circulated to all members and attendees, as appropriate, taking into account any conflicts of interest that may exist.

6. PROCEEDINGS OF COMMITTEE MEETINGS

6.1 Frequency of Meetings

6.1.1 The Sub Committee shall meet at least four times a year and otherwise as required.

6.1.2 Special meetings of the Sub Committee may be called by the Chair of the Sub Committee at any time to consider any matters falling within these Terms of Reference.

6.2 Quorum of Meetings

6.2.1 The quorum necessary for the transaction of business by the Sub Committee shall be 50% + 1 member.

6.2.2 A duly convened meeting of the Sub Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6.2.3 In the event of difficulty in forming a quorum, Section 64(4) and (5) of the Act shall apply as stipulated in the MOI.

6.3 Attendees at Meetings

6.3.1 Only the members of the Sub Committee have the right to attend Sub Committee meetings.

6.3.2 Any member/s, or non-member/s of SAESI may attend at the invitation of the Chair of the Sub Committee and they may collectively or individually be requested to withdraw from meetings of the Sub Committee if required to do so by the Chair of the Sub Committee.

7. RESPONSIBILITIES OF THE COMMITTEE

The committee shall:

7.1 Nominations

7.1.1 Oversee and support a formal, rigorous and transparent approach to appointments in the company, including considering and making recommendations regarding appointments to leadership roles, as defined by the MOI including but not limited to the following positions:

a. Station Representatives

b. Secretary/Treasurer or Secretary or Treasurer where applicable

- c. Branch Vice-Chairpersons
- d. Branch Chairpersons
- e. Branch Council Members
- f. Working Group Members
- g. Working Group Vice-Chairperson
- h. Working Group Chairperson
- i. Vice-President
- j. President
- k. Board of Directors
- l. Board Sub Committees
- m. Board Members
- n. Staff

- 7.1.2 The vetting of candidates for vacant positions will be done in terms of the Nomination Criteria document as set out in Annexure A to this document;
- 7.1.3 Consider and make recommendations regarding potential external Independent Board Members;
- 7.1.4 Oversee the maintenance of an effective framework for succession planning including reviewing and commenting on company's proposals for succession planning for leadership roles;
- 7.1.5 Determine the criteria for candidacy for election to vacancies on committees as per 7.1.1 (a to n) above;
- 7.1.6 Determine and oversee the election processes for shortlisted nominees as candidates for election.

7.2 Remuneration

- 7.2.1 Review, approve and oversee the implementation of remuneration policies for all Board of Directors which are designed both to recognise in-year performance and to support the long term business strategy and values of SAESI, as well as promote effective risk management;
- 7.2.2 At present the Board of Directors is not remunerated but to reimburse reasonable expenses incurred in the execution of SAESI activities in line with the Subsistence and Travel Policy.

8. REPORTING

- 8.1 Approved minutes of each committee meeting will be disclosed at the next meeting of the Board. The Chair of the Sub Committee shall report to the Board on matters within its duties and responsibilities.
- 8.2 The Sub Committee shall compile a report of the work of the Sub Committee in discharging its responsibilities for inclusion in the Annual Report, including a description of significant issues dealt with by the Sub Committee.
- 8.3 The Sub Committee shall work and liaise as necessary with all committees of the Board.

9. GOVERNANCE AND RESOURCES

- 9.1 The Sub Committee shall, via the Secretary make available to new members of the Sub Committee a suitable induction process and, for existing members, ongoing training as discussed and agreed by the Sub Committee.
- 9.2 The Sub Committee shall conduct an annual self-assessment of its activities under these Terms of Reference and report any conclusions and recommendations to the Board and, as part of this assessment, shall consider whether or not it receives adequate and appropriate support in fulfilment of its role and whether or not its annual plan of work is manageable.

9.3 The Sub Committee shall in its decision making, give due regard to any relevant legal or regulatory requirements, and associated best practice guidance, as well as to the risk and reputation implications of its decisions (liaising where relevant with other committees).

10. TERMS OF REFERENCE

10.1 The Sub Committee shall annually review its Terms of Reference and may recommend to the Board any amendments to its Terms of Reference.

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