

South African
Weather Service

ISO 9001 Certified Organisation

Board Charter

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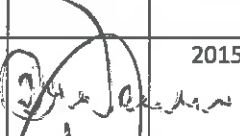
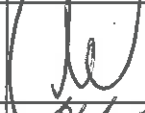

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1. Introduction

- 1.1 The Board regards corporate governance as vitally important to the success and sustainability of SAWS; and subscribes to the principles of good corporate governance.
- 1.2 The Board is established in terms of Section 5 of the South African Weather Service Act, No. 8 of 2001 (the SAWS Act) as amended; and its mandate derived from Section 6 of the Act.
- 1.3 The Board will provide strategic direction, leadership and vision to SAWS, in a way that will enhance Shareholder value and ensure the long-term sustainable development and growth of SAWS.
- 1.4 The Public Finance Management Act, No. 1 of 1999 as amended makes provision for Public Entities to establish Boards as Accounting Authorities and provide for their fiduciary and general responsibilities.
- 1.5 The King Report on Governance for South Africa, 2009 (King III) makes recommendation for Boards of Public Entities to comply to the extent possible, with the recommendations and principles of good corporate governance as set out in King III read with the King Code.
- 1.6 Unless inconsistent with the content, an expression which denotes any gender in the Charter includes the other gender.

2. Purpose of the Charter

- 1) The purpose of the Charter is:
 - a) To set parameters within which the Board will operate;
 - b) To ensure that all Board members are aware of their duties and responsibilities derived from the applicable pieces of legislation and governance frameworks, and the various legislation and regulations affecting their conduct; and
 - c) To ensure that the principles of good corporate governance are applied in all their dealings in respect, and on behalf, of SAWS.
- 2) The Charter is intended to be a guide for the Board, and must not be read as a substitute for compliance with general legislative requirements, as it is not intended to be exhaustive.

3. Composition of the Board

3.1 Appointment

The Board is appointed by the Minister of Environmental Affairs, in accordance with Section 5 of the SAWS Act (as amended).

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3.2 Membership

- 3.2.1 According to the SAWS Act, the Board shall comprise of at least 10 (ten) and no more than 12 (twelve) members comprising:
- a) At least no less than eight (8) and no more than ten (10) non-executive members, one of whom shall be the Chairperson and another the Deputy Chairperson of the Board, appointed by the Minister in accordance with subsection 5(3) of the Act;
 - b) The Chief Executive Officer by virtue of his/her office; and
 - c) A senior official of the Department of Environmental Affairs (DEA) designated by the Director-General with the approval of the Minister.

3.3 Board Governance Structure

- 3.3.1 The Board may establish one or more Board Committees with clear Terms of Reference, to assist the Board in execution of its responsibilities; and shall for each Board Committee so established, designate a Member of that Board Committee to act as Chairperson.
- 3.3.2 The Board shall at its discretion delegate certain functions to its Committees; and any such delegation shall not absolve the Board from its responsibilities.
- 3.3.3 Unless stated otherwise in the Terms of Reference and/or the Delegation of Authority, the Committees shall not have authority to make final decisions, instead they will consider and review matters that fall within their respective mandates and make recommendations to the Board.
- 3.3.4 The Board has established the following Committees:
- a) The Audit & Risk Committee as is required in terms of Treasury Regulation 27.1 read with Sections 51(1)(a)(ii) and 76 (4) (d) of the PFMA;
 - b) The Human Resource & Remuneration Committee; and
 - c) The Strategic Programmes Committee.
- 3.3.5 The Board may establish other Committees or dissolve any Committee as may be deemed necessary, including but not limited to the establishment of the Chairpersons Committee whose responsibilities could include among others:
- a) The review and conclusion of the CEO's Performance Agreements;
 - b) The review of the Quarterly Performance Reports prior to submission to the Shareholder;
 - c) The review of the CEO's performance at the end of each financial year; and
 - d) The attendance of certain matters that might require Board attention in between Board meetings.

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3.4 Term of Office

- 3.4.1 Board members shall hold office for a period of three years as contemplated in the SAWS Act; and shall be eligible for re-appointment for another final term of three years.
- 3.1.1 The termination of service/expiry of employment contract of an executive member shall *ipso facto* result in the resignation from the Board.
- 3.1.2 A Board member may at any time after due enquiry be removed from office by the Minister on account of: -
- a) misconduct;
 - b) inability to perform the duties of his or her office effectively;
 - c) absence from three consecutive Board meetings without the prior permission of the Chairperson/Board, except on good cause shown; or
 - d) election as a Member of Parliament, or a Provincial Legislature.
- 3.4.4 Board vacancies will be filled by the Shareholder in accordance with the relevant provision(s) of the SAWS Act.

4. Roles and Responsibilities of the Board

4.1 Functions of the Board (Section 6 of the SAWS Act)

The Board must:

- a) ensure the financial viability and development of the commercial services;
- b) ensure an efficient, cost-effective and high quality weather service;
- c) set policy, standards and objectives within the framework issued by the Minister and ensure that the executive management implements these policies, standards and objectives;
- d) facilitate succession and provide guidance in the appointment of senior managers;
- e) ensure that SAWS has adequate systems of internal control, both operational and financial;
- f) monitor the performance of SAWS and make adjustments to the conditions of service of the personnel with due regard to the applicable labour legislation;
- g) recommend any budget proposals or adjustments and submit them to the Minister;
- h) set policy for recruitment, training and transformation of SAWS;
- i) approve a Business Plan (now referred to as Annual Performance Plan) for SAWS annually for the next three years and submit it to the Minister for final approval;
- j) ensure that the majority of the South African population benefits from the public good services; and
- k) perform any other function assigned to it by the Minister

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4.2 Responsibilities of the Board in terms of the PFMA

4.2.1 Fiduciary duties of the Board (Section 50)

- 1) The Board must –
 - a) exercise the duty of utmost care to ensure reasonable protection of the assets and records of SAWS;
 - b) act with fidelity, honesty, integrity and in the best interests of the public entity in managing the financial affairs of the public entity;
 - c) on request, disclose to the Minister or relevant Parliament structures, all material facts, including those reasonably discoverable, which in any way may influence the decisions or actions of the Minister or Parliament; and
 - d) seek, within the sphere of influence of the Board, to prevent any prejudice to the financial interests of the State.
- 2) A member of the Board may not:
 - a) act in a way that is inconsistent with the responsibilities assigned to the Board in terms of the PFMA.
 - b) use the position or privileges of, or confidential information obtained as, the Board or a member of the Board, for personal gain or to improperly benefit another person.
- 3) A member of the Board must:
 - a) disclose to the Board, any direct or indirect personal or private business interest that that member or any spouse, partner or close family member may have in any matter before the Board; and
 - b) withdraw from the proceedings of the Board when that matter is considered, unless the Board decides that the member's direct or indirect interest in the matter is trivial or irrelevant.

4.2.2 General responsibilities of the Board (Section 51)

- 1) The Board:
 - a) must ensure that SAWS has and maintains an effective, efficient and transparent systems of financial and risk management and internal control;
 - b) must ensure that SAWS has an internal audit under the control and direction of the Audit & Risk Committee;
 - c) must ensure that SAWS has and maintains an appropriate procurement and provisioning system which is fair, equitable, transparent, competitive and cost-effective; and
 - d) must ensure that SAWS has and maintains a system for properly evaluating all major capital projects prior to a final decision on the project.
- 2) must take effective and appropriate steps to –
 - a) collect all revenue due to the public entity concerned; and

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- b) prevent irregular expenditure, fruitless and wasteful expenditure, losses resulting from criminal conduct, and expenditure not complying with the operational policies of the public entity; and
 - c) manage available working capital efficiently and economically.
- 3) is responsible for the management, including the safeguarding, of the assets and for the management of the revenue, expenditure and liabilities of SAWS;
- 4) must comply with any tax, levy, duty, pension and audit commitments as required by legislation;
- 5) must take effective and appropriate disciplinary steps against any employee of SAWS who:
 - a) contravenes or fails to comply with the relevant provisions of the PFMA;
 - b) commits an act which undermines the financial management and internal control systems of SAWS; or
 - c) makes or permits an irregular expenditure or a fruitless and wasteful expenditure;
- 6) is responsible for the submission by SAWS, all reports, returns, notices and other information to Parliament and to the Minister or National Treasury, as may be required by the PFMA;
- 7) must promptly inform the National Treasury on any new entity which that SAWS intends to establish or in the establishment of which it takes the initiative, and allow National Treasury reasonable time to provide its decision prior to formal establishment; and
- 8) must comply, and ensure compliance by SAWS, with all applicable provisions of the PFMA and any other legislation applicable to SAWS.
- 9) must promptly report the inability, to comply with any of the responsibilities determined for the Board, together with reasons, to the Minister and National Treasury.

4.2.3 Assignment of powers and duties by the Board (Section 56)

- 1) The Board may in writing delegate any of the power entrusted or delegated to it in terms of the PFMA, to an official of SAWS; or instruct an official to perform any of the duties assigned to the Board in terms of the PFMA;
- 2) A delegation or instruction referred to above:
 - a) is subject to terms and conditions that the Board may impose;
 - b) may either be to a specific individual or to the holder of a specific post; and
 - c) does not divest the Board of the responsibility concerning the exercise of the delegated power or the performance of the assigned duty;
- 3) The Board may confirm, vary, or revoke any decision taken by an official as a result of a delegation or instruction; subject to any rights that may have become vested as a consequence of the decision
- 4) Deals with the delegation of power by the Board to the CEO or other SAWS officials.

4.2.4 Financial Misconduct by the Board and SAWS Officials (Section 83)

- 1) The Board would be deemed to have committed an act of financial misconduct if the Board wilfully or negligently—
 - (a) fails to comply with a requirement of section 50, 51, 52, 53, 54, or 55; or
 - (b) makes or permits an irregular expenditure or a fruitless and wasteful expenditure.
- 2) Members of the Board are individually and severally liable for any financial misconduct of the Board, as an accounting authority.

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- 3) An official to whom power or duty had been assigned in terms of Section 56 of the PFMA would be deemed to have committed an act of financial misconduct if that official wilfully or negligently fails to exercise that power or perform that duty;
- 4) Financial misconduct is a ground for dismissal or suspension of, or other sanction against, a member of the Board or the person referred to above (to whom power or duty would have been delegated or assigned), despite any other legislation.

4.2.5 Disciplinary Proceedings (Section 84)

Charges of financial misconduct referred to above in terms of Section 83 of the PFMA must in accordance with Section 84 of the PFMA be investigated, heard and disposed of in terms of the statutory or other conditions of appointment or employment applicable to that Board member or SAWS official.

4.2.6 Compliance with Treasury Regulations

The Board has to ensure compliance with applicable Treasury Regulations, including but not limited to:

- a) Treasury Regulation 16, as it relates to the requirement for the submission of Quarterly Reports to the Minister, through the Director-General, within 30 days of the end of each quarter;
- b) Treasury Regulation 16, as it relates to the establishment of Public Private Partnerships;
- c) Treasury Regulation 16A, as it relates to Supply Chain Management;
- d) Treasury Regulation 27.1, read with Sections 51(1)(a)(ii) and 76 (4) (d) of the PFMA; as it relates to the establishment of an Audit Committee;
- e) Treasury Regulation 27.2, read with Sections 51(1)(a)(ii) and 76 (4) (b) of the PFMA; as it relates to internal controls, risk management and the establishment of an internal audit function;
- f) Treasury Regulation 27.3 as it relates to the appointment of the Chief Financial Officer as the head of the Finance Division and his/her responsibility to assist the Board in discharging the duties prescribed in Part 2 of Chapter 6 of the PFMA;
- g) Treasury Regulation 28.1 read with Section 55 of the PFMA regarding Financial Statements;
- h) Treasury Regulation 28.2 read with Section 55(1)(d)(i) of the PFMA regarding Annual Reports;
- i) Treasury Regulation 28.3 read with Section 55(2) and 54(2) of the PFMA regarding a requirement for SAWS to develop and agree with the Minister on a framework of acceptable levels of materiality and significance.

4.3 Responsibilities of the Board in Terms of King III

4.3.1 The Board will to the extent possible comply with the relevant recommendations and principles of King III and the King Code; particularly those related to:

- a) ensuring that SAWS is and is seen to be a responsible corporate citizen;
- b) ensuring that ethics are managed effectively, and integrated into SAWS strategies and operations;
- c) the governance of Information Technology (IT); and ensuring that an IT Governance Framework is developed and aligned to SAWS Strategy and business processes; and that Management is responsible for the implementation of an IT Governance Framework; and
- d) the governance of risk.

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- 4.3.2 National Treasury recommends that the spirit of the following principles from King III, applicable to risk management, be replicated in the public sector environment; and as such the Board should:
- a) be responsible for the governance of risk;
 - b) document its responsibility for risk governance in the Risk Management Policy and Plan;
 - c) determine the levels of SAWS' risk tolerance;
 - d) ensure that the identified top strategic risks are taken into consideration during the review of SAWS Strategic and Annual Performance Plans;
 - e) be assisted by the Audit & Risk Committee in carrying out its risk-related responsibilities, including the governance of information technology; and to the extent possible, by other Board Committees on risks related to their areas of responsibilities;
 - f) delegate to Management the responsibility to design, and implement the Risk Management Plan;
 - g) ensure that risk assessment is performed on a continual basis; and that Management implements appropriate risk responses;
 - h) obtain (from the Auditors and the Audit & Risk Committee) assurance regarding the effectiveness of the risk management process; and
 - i) ensure that there are processes in place enabling complete, timely, relevant and appropriate risk disclosure to stakeholders.
- 4.3.3 King III also acknowledges that certain categories of Companies may be required to establish the Social and Ethics Committees in terms of section 72(4) of the Companies Act, No.71 of 2008. Although SAWS is not subjected to the Companies Act, and without establishing a Social and Ethics Committee; as a good corporate citizen, the Board will to the extent possible fulfill the related responsibilities, through its existing Committees.

4.4 Other Matters Reserved for the Board

Without limiting the scope of the Board, the following matters shall be reserved for decision by the Board (unless otherwise delegated by the Board to its Committees, Board member(s) or the Chief Executive Officer):

4.4.1 Strategy

- a) Approval of the Strategy, Annual Performance Plans; and of any subsequent material changes in strategic direction or material deviations in Annual Performance Plans and Budget;
- b) Making recommendations to the Minister on the approval of any material departure from strategic objectives, including significant re-alignment of businesses in which SAWS operates; and
- c) Making recommendations to the Minister on approval of any major/significant transactions outside the ordinary course of the SAWS business.

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4.4.2 Financial

- a) SAWS Budget;
- b) The Delegation of Authority;
- c) Materiality and Significance Framework;
- d) Any significant changes or departure in the accounting policies and practices of SAWS;
- e) Draft and audited annual financial statements; and the Annual Report.

4.4.3 Human Capital

- a) The appointment and or expulsion of the Chief Executive Officer, after due labour-related processes have been followed; and in line with the processes outlined in the SAWS Act (as amended);
- b) Appointment and/or expulsion of members of Executive Management; and the Company Secretary after due labour-related processes have been followed; in line with the Delegation of Authority; and
- c) Making recommendations to the Minister regarding the filling of Board vacancies and removals from the Board of both executive and non-executive members, where deemed necessary.

4.4.4 Administrative

- a) Approval of the Board Calendar;
- b) Approval of SAWS Policies;
- c) The approval of amendments to employees' incentive schemes including having a material effect on the actuarial liabilities of those funds;
- d) Opening of bank accounts and the general signing authorities.

4.4.5 Regulatory

- a) Recommendations to the Minister on the review of aviation tariffs; and
- b) Recommending to the Minister, the review of certain provisions of the SAWS Act and any other regulatory matters that require the Minister's approval and/or intervention; as and when required.

5. Other Responsibilities

- 5.1 *The Board, its Committees and individual members of the Board will provide strategic direction, leadership and vision to SAWS, in a way that will enhance Shareholder value and ensure the long-term sustainable development and growth of SAWS.*
- 5.2 *The Chairperson is responsible for ensuring the integrity and effectiveness of the governance processes of the Board; and will:*
 - 5.2.1 in consultation with the Company Secretary and the Chief Executive Officer, ensure that the content and order of the Agenda are appropriate, and that members of the Board have the relevant documentation/Meeting Packs within the prescribed timeframes;
 - 5.2.2 act as the Chairperson and a facilitator at meetings of the Board to ensure that no member, whether executive or non-executive, dominates discussions, that appropriate discussions take place and that relevant opinion among members is forthcoming; and ensure that deliberations result in logical and understandable outcomes;

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- 5.2.3 between Board meetings maintain contact with the Chief Executive Officer, provide guidance and advice where required; and will promptly consult with other members of the Board and/or the relevant Board Committees over any matter that may require their attention;
- 5.2.4 ensure that Board Committees are properly constituted and monitor their performance to ensure that their responsibilities are adequately and properly discharged;
- 5.2.5 On behalf of the Board:
- annually review and sign the Performance Agreement of the Chief Executive Officer and amendments related thereto where required; in consultation with the Board through the Chairpersons of various Board Committees; and
 - review and authorise the Chief Executive Officer's applications for leave and travel, including international travel;
- 5.3 In the absence or unavailability of the Chairperson, the responsibilities of the Chairperson will be carried by the Deputy Chairperson.
- 5.4 *The Chief Executive Officer* (CEO) is responsible for the day to day running of the Organisation.
- 5.5 *The Company Secretary* shall fulfil the responsibilities of the Company Secretary, including the provision of guidance to the Board or its members regarding the execution of their duties; and ensuring that the Board complies with relevant legislative and governance requirements. The Company Secretary should:
- 5.5.1 assist in the proper induction, orientation, ongoing training and education of Board members, including assessing the specific training needs in their fiducial duties and other governance responsibilities;
 - 5.5.2 provide a central source of guidance and advice on matters of good governance and changes in legislation;
 - 5.5.3 have a direct channel of communication to the Chairperson and should be available to provide comprehensive practical support and guidance to the Board, with particular emphasis on non-executive members of the Board, the Chairperson of the Board and the Chairpersons of other Board Committees;
 - 5.5.4 ensure that the Board and Board Committees Charters and Terms of Reference are kept up to date;
 - 5.5.5 be responsible for ensuring proper compilation and timely circulation of Board papers and for assisting the Chairperson of the Board and Committees with drafting annual WorkPlans;
 - 5.5.6 have a duty to obtain appropriate responses and feedback to specific Agenda items and matters arising from earlier meetings in Board and Committee deliberations; and raise matters that may warrant the attention of the Board;
 - 5.5.7 ensure that proceedings of Board and Committee meetings are properly recorded and that Minutes are circulated to Board members in a timely manner; and
 - 5.5.8 assist the Board with annual evaluation of the Board and its individual members.
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6 Board Meetings

6.1 Frequency of Meetings and Quorum

- 6.1.1 The Board shall meet for the dispatch of business at least four times per financial year;
- 6.1.2 The Board may also call for and/or hold special meetings on an ad-hoc basis as and when the need arises;
- 6.1.3 Board meetings will be held at SAWS' Head Office, or any other venue determined by the Board; by teleconference; or any other form of long distance conference facility as circumstances might require, provided that the required quorum is met;
- 6.1.4 Board meetings may be convened by the Chairperson of the Board, or by a Board Member or the Company Secretary in consultation with the Chairperson of the Board;
- 6.1.5 The quorum for the Board meeting shall be a minimum of 50% plus one;
- 6.1.6 Except under exceptional circumstances, at least 14 days' Notice will be given of a meeting of the Board;
- 6.1.7 The Chairperson (in consultation with the Company Secretary and the Chief Executive Officer) must ensure that the Agenda is prepared prior to the meeting, to ensure all matters that require attention are addressed;
- 6.1.8 The Company Secretary must circulate the Agenda and other meeting papers to the Board members and invitees (where appropriate) at least 7 days before the date set for the meeting;
- 6.1.9 Board members who are unable to attend shall advise the Chairperson at an early date, and confirm their apologies in writing through the Company Secretary.

6.2 Proceedings

- 6.2.1 In the absence of the Chairperson, the Deputy Chairperson, or any other non-executive member of the Board may be requested to act as Chairperson for that meeting, as delegated by the Chairperson or agreed by members present at the meeting;
- 6.2.2 If within thirty (30) minutes from the time set for a meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the subsequent week, at the same time and place; unless otherwise agreed.
- 6.2.3 Board members and invited participants shall declare conflicts or potential conflicts of interest they may have in relation to particular agenda items, before or at the start of the meeting proceedings.
- 6.2.4 All declarations of interest made at any Board meeting shall be recorded both in the Minutes and the Declaration of Interests Register.
- 6.2.5 Failure to disclose any direct or indirect material interest shall constitute a ground for misconduct.
- 6.2.6 The Board proceedings shall be focused, with the emphasis on strategic and policy matters.

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- 6.2.7 Board members are expected to participate fully, frankly and constructively in Board discussions and other activities, and to bring the benefit of their particular knowledge and skills to the Board table, and to discharge their duties of skill and care as well as their fiduciary duties.
- 6.2.8 Board deliberations shall be open and constructive; and records shall remain confidential unless a specific direction is received from the Board to the contrary.
- 6.2.9 Board matters shall be decided by consensus or a majority of votes; and should the consensus not be reached, or in case of an equality of votes, the Chairperson shall have a second or casting vote.
- 6.2.10 Urgent written resolutions signed in a round robin by a majority of Board members when circulated for signature, shall be as valid and as effectual as resolutions passed at a duly constituted meeting of the Board; provided Board members have been afforded a reasonable opportunity to consider and express their opinion on the matter to which the resolution relates.

6.3 Meeting Papers and Resolutions

- 6.3.1 A record of Board submissions and papers, and of material presented to the Board, shall be maintained and held by the Company Secretary together with the Minutes of meetings and will be accessible to Board members at all times.
- 6.3.2 The Company Secretary shall cause Minutes of all Board meetings, and written resolutions of such meetings, to be taken and kept in one of the official languages of the Republic of South Africa.
- 6.3.3 The Company Secretary will circulate Minutes of the previous Board meeting(s) to all members of the Board prior to the next meeting of the Board.
- 6.3.4 Prior to the Minutes of the previous Board meeting being signed by the Chairman, they shall be reviewed and approved by all the other members, with or without amendments.
- 6.3.5 The Company Secretary shall maintain all resolutions of the Board meetings in a resolution book and shall manage the safekeeping of all resolutions of the Board.

7 Board Remuneration

- 7.1 Board remuneration is reviewed and approved by the Shareholder at the beginning of each financial year.
- 7.2 The Company Secretary will ensure that:
 - 7.2.1 Non-executive members of the Board eligible for remuneration are reimbursed for expenses incurred in the course of executing SAWS-related activities, in terms of section 9 of the SAWS Act; and as reviewed and approved by the Shareholder annually.
 - 7.2.2 All travelling expenses to be incurred by Board members will be dealt with in accordance with SAWS approved Travel Policy (as amended from time to time).
- 7.3 Should the Board engage the services of other persons (experts from different disciplines) to its structures; the experts so engaged shall be remunerated for the services rendered, at the same rate as that applicable to other Board members, unless otherwise determined by the Board.

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7.4 The Board may, on recommendation by the Human Resource & Remuneration Committee, make recommendations to the Executive Authority, on the review of the Board remuneration.

8 Directorships of other Companies

- 8.1 Members of the Board may accept other Board Directorships, provided such appointments are not in conflict with the business of SAWS and shall not detrimentally affect the members' execution of their responsibilities as a member of the SAWS Board.
- 8.2 Such external appointments must be brought to the attention of the Chairperson for information; and the Board members' annual declaration of interest updated accordingly;
- 8.3 Where the Board is of the view that such appointment is in conflict with the business of SAWS and shall detrimentally affect the member's contribution to SAWS; the Board shall inform the Board Member of its opinion and give such a Member an option to withdraw the acceptance of the outside appointment or resign from the Board of SAWS.
- 8.4 Should there be no consensus reached between the Board and the affected Member, the Board shall make a recommendation to the Minister to have that member removed from the SAWS Board; and for the Minister to make the final decision.

9 Board's Relationship with the Shareholder

- 9.1 The Chairperson of the Board will serve as a link between the Board and the Shareholder;
- 9.2 In the absence of the Shareholders Agreement and/or any Agreement documenting the relationship between the Board and the Minister, the Board will seek at least one bilateral meeting with the Minister in a financial year; and
- 9.3 The Board will make an effort to familiarise itself with and address issues of concern and/or interest to the Minister; including but not limited to economic, social, and political issues; as well as any other external factors that may influence or affect SAWS.

10 Board Induction and Development

- 10.1 Board members will on appointment attend the Induction Session, within the first 3 months of appointment, facilitated by the Company Secretary
- 10.2 Board members will be kept informed of related corporate governance developments as well as legislative changes that might impact on SAWS; but they will also be expected to keep abreast of business and market developments that may impact on SAWS business environment.
- 10.3 Board members' needs for continuous professional development will be identified as part of the annual evaluation of the Board's performance; and the relevant interventions implemented.

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11 Evaluation of Board Performance

11.1 Board performance evaluation shall be facilitated by the Company Secretary, and will be done mainly in-house through self assessment; however, the services of an independent party may be secured to conduct the evaluation, as and when the Board may deem necessary;

11.2 The evaluation will be conducted annually and will entail:

11.2.1 The evaluation of the effectiveness of the Board as a collective, Board Committees, and individual members of the Board; and

11.2.2 The Board members evaluating the effectiveness of the Chairperson of the Board;

11.3 The outcome of the evaluation will be used to determine the effectiveness of the Board and/or Committees; as well as to identify areas for continuous professional development, where required; and where deemed necessary, the summary of the outcome and recommendations (if any) will be forwarded to and/or shared with the Minister.

12 Approval and Review of the Charter

12.1 The Charter is approved by the Board and will be reviewed annually to ensure that it remains relevant to the Board's roles and responsibilities; and in keeping with corporate governance best practices.

12.2 This Charter will remain effective until substituted by an another version

End of Document

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