

South African
Weather Service

ISO 9001 Certified Organisation

Terms of Reference

Strategic Programmes Committee

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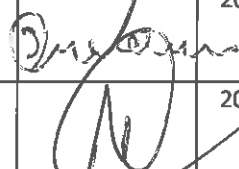
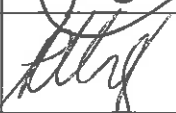
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Ms Zandile Nene	Company Secretary	Document Owner		2015/11/27	Master
Dr L Makuleni	Chief Executive Officer	Process Owner		2015/11/27	
Ms N Mngomezulu	Board Chairperson	Approving Authority		2015/11/27	

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Strategic Programmes Committee Terms of Reference for the

1. Purpose

- 1.1 The Terms of Reference outline the role, responsibilities, composition and operating guidelines of the Strategic Programmes Committee of SAWS (the Committee).
- 1.2 The Terms of Reference are prepared to provide guidance to members of the Committee in the execution of their duties and responsibilities. The Terms of Reference are not intended to, and do not replace any other document, legislation, regulation or law of general application that regulates or applies to SAWS and / or the Board and its Committees.

2. Authority and Independence

2.1 The Committee:

- 2.1.1 Will exercise its authority, in line with the mandate authorised by the Board, including but not limited to the Delegation of Authority and all the applicable legislative requirements and governance frameworks; and make recommendations to the Board on matters related thereto.
- 2.1.2 Safeguard all information supplied to it within the ambit of the law.
- 2.1.3 Has authority to investigate any matters within its powers; and must be provided with the resources it needs to investigate such matters and shall have full access to information.
- 2.1.4 May as and when considered necessary seek external expert advice on matters within its scope; and in so doing, the Committee shall ensure that appropriate procurement processes are complied with.
- 2.1.5 Should a Report from the auditors (or any other source) implicate any SAWS employee(s), member(s) of this Committee or Board; or any other party in fraud, corruption or gross negligence, the Chairperson of the Committee or any Committee member must promptly report this to the Board and the Internal and/or External Auditors and inform the Audit and Risk Committee; and in accordance with the Fraud Prevention Policy and Response Plan.

- 2.2 Notwithstanding 2.1.5 above, should a Report from internal audit (or any other source) implicate the Chairperson of the Committee or any member(s) of the Board in fraud, corruption or gross negligence, any member of the Committee or the Board must promptly report this to the Board, the Internal and/or External Auditors; and inform the Audit & Risk Committee.

3. Role

The Committee is appointed by the Board and is established to assist the Board in discharging its duties related to all scientific Programmes and special/key projects of a strategic nature in the Organisation, including research and development activities and opportunities related to both public good and commercial services; and ensuring that these are managed effectively and efficiently;

4. Composition

- 4.1 The Committee shall comprise of at least three (3) members, the majority of whom shall be non-executive members of the Board and one of whom shall be appointed by the Board as the Chairperson of the Committee; and the Chief Executive Officer will attend meetings in an ex-officio capacity.
- 4.2 The Committee members must be competent to administer strategically in the fields of atmospheric science (meteorology and climatology), air quality, Information and Communication Technology (ICT) and any other technical/scientific/commercial and weather-related fields; and have the requisite business, and leadership skills.
- 4.3 The membership of the Committee will be reviewed by the Board on an annual basis or any other intervals as may be required from time to time, to strengthen the Committee's effectiveness.
- 4.4 The Committee may also engage the services of other persons (e.g. external/independent scientists or other technical experts) or invite such persons to its meetings, as it deems necessary.
 - 4.4.1 Should a need to co-opt any independent expert(s) onto the Committee arise, such co-option would be subject to Board approval; and shall be remunerated for the services rendered, at the same rate as that applicable to other Committee members, in line with the approved Board Remuneration Framework; or at any other rate to be determined by the Board, on recommendation of the Committee.

5. Committee Meetings

5.1 Attendance of Meetings

- 5.1.1 All Committee members are expected to attend each meeting, in person or via accepted communication mediums.
- 5.1.2 Other than Committee members, the following persons are normally invited to Committee meetings:
 - a) Members of Executive/Senior Management of SAWS (such as the General Manager: Operations) may be invited to attend Committee meetings as the Committee may determine from time to time.
- 5.1.3 Other Board members, who are non-Committee members may **with** the consent of the Chairperson, attend Committee meetings.
- 5.1.4 The Company Secretary or the person serving in his/her stead will serve as a Committee Secretary; and shall attend all Committee meetings except when requested not to by the Committee.

5.2 Frequency of Meetings

- 5.2.1 The Committee shall meet at least four (4) times a year; with authority to convene additional meetings, as circumstances may dictate.
- 5.2.2 The schedule of meetings for the financial year will be agreed upon in advance.
- 5.2.3 The Committee will determine its own agenda, ensuring appropriate consultation to include emerging issues and emphasis on the most significant items.

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5.3 Quorum

A quorum shall be a majority of Committee members present (50% plus 1) in person or via telecommunication facilities.

5.4 Proceedings

- 5.4.1 The Chairperson of the Committee will serve as the Chairperson of the Committee meetings; and may nominate or give a proxy to another Committee member to act as the Chairperson of the meeting if he or she is unable to attend the meeting.
- 5.4.2 In the absence of the Chairperson and/or a nomination or proxy from the Chairperson of the Committee, any other member may act as Chairperson for that meeting, as agreed by those present.
- 5.4.3 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.
- 5.4.4 Committee members are expected to participate fully, frankly and constructively in Committee discussions and other activities, and to bring the benefit of their particular knowledge and skills to the Committee; and to discharge their duties of skill and care as well as their fiduciary duties.
- 5.4.5 Committee members and invited participants shall inform the Committee of conflicts or potential conflicts of interest they may have in relation to particular items of business, by no later than the start of the meeting proceedings.
- 5.4.6 Committee members and invited participants shall also inform the Committee of any knowledge of SAWS-related fraudulent activities and/or allegations brought to their attention, as soon as they become aware of such allegations and by no later than the start of the meeting proceedings.
- 5.4.7 All declarations of interest made at any Committee meeting shall be recorded both in the Minutes and the Declaration of Interests Register.
- 5.4.8 Failure to disclose any direct or indirect material interest shall constitute a ground for misconduct.

5.5 Administrative Support

The Office of the Company Secretary shall provide administrative support to the Committee, including but not limited to the following:

- 5.1.1 In consultation with the Chairperson, set the Annual Agenda and Calendar.
- 5.1.2 Prepare and circulate Notices of meetings at least fourteen (14) days prior to the date of the meeting; confirming the venue, time and date of the meeting.
- 5.1.3 In consultation with the Chief Executive Officer and the Chairperson, prepare the Agenda, compile and circulate the documents for discussion (Meeting Packs) at least 5 working days before the date of the meeting.
- 5.1.4 Attend and record proceedings of Committee meetings and produce accurate Minutes; and ensure that Minutes are circulated for adoption at the subsequent meetings.
- 5.1.5 Follow-up on the implementation of Committee decisions and provide regular updates to the Committee;
- 5.1.6 Ensure that Committee members are kept abreast of developments related to their responsibilities; and in keeping with corporate governance best practice.

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- 5.1.7 Facilitate the process for the evaluation of the performance of the Committee; and
- 5.1.8 Provide any other support relevant for the efficient functioning of the Committee as may be required from time to time.

5.6 Resolutions

- 5.6.1 Urgent written resolutions signed in a round robin by a majority of Committee members when circulated for approval, shall be as valid and as effectual as resolutions passed at a duly constituted meeting of the Committee; provided Committee members have been afforded a reasonable opportunity to consider and express their opinion on the matter to which the resolution relates; and
- 5.6.2 Resolutions adopted in a round robin will be submitted for ratification at the next Committee meeting

6. Responsibilities

The Committee is accountable to the Board for the exercise of its responsibilities, which include the following:

- 6.1 Fulfil all its responsibilities related to governance and strategic leadership on matters within its scope;
- 6.2 Assist the Board in discharging its duties by ensuring that appropriate research, scientific and commercial programmes are undertaken by SAWS;
- 6.3 To review Strategies/Business Plans related key scientific and technical programmes, including but not limited to:
 - 6.3.1 Public good and commercial initiatives, including research;
 - 6.3.2 Air quality and climate change; and
 - 6.3.3 Any other strategic programmes and projects as may be identified from time to time;
- 6.4 Review and monitor the implementation of Infrastructure Recapitalisation Programme;
- 6.5 Provide input onto the SAWS' Strategic Plan, Annual Performance Plan and budget processes; and make recommendations to the Board on the approval, including approvals for the utilisation of capital budget;
- 6.6 Consider and make recommendations to the Board, on any capital projects or procurement of any capital items that fall within its scope;
- 6.7 Monitor the implementation of the Total Quality Management System;
- 6.8 Review and approve any Divisional Business Plans and Frameworks that fall within its scope, in line with the Delegation of Authority; and monitor implementation thereof;
- 6.9 Encourage SAWS to invest in operations that protect and enhance the well-being of the economy, society and the natural environment within which it operates; in line with the environmental-related Principles of the United Nations Global Compact; including, the development and infusion of environmentally friendly technologies;
- 6.10 Assist the Board in its oversight role on the environmental sustainability aspects of the integrated reporting; and
- 6.11 Oversee the implementation of any key strategic programme(s) within the scope of the Committee; and perform other activities as may be requested by the Board from time to time

7. Reporting Responsibilities

- 7.1 Report to the Accounting Authority (the Board) on research, scientific and commercial programmes undertaken by SAWS and related internal controls as may be required from time to time;
- 7.2 Regularly report to the Board about Committee activities, issues, and related recommendations;
- 7.3 Ensure that the Committee presents at the Board meetings, a Report of matters considered by the Committee at its meetings;
- 7.4 Ensure that all the reporting requirements to the Board, Shareholder and other relevant authorities where applicable, are adhered to;
- 7.5 Review any other reports that SAWS may issue relating to the Committee's responsibilities; and

8. Remuneration

- 8.1 Committee members will be remunerated for Committee-related activities, in accordance with the approved Board Remuneration Framework.
- 8.2 The external/independent experts engaged by the Committee in line with sub-section 4.4 above shall be remunerated for the services rendered, at the same rate as that applicable to other Committee members, in line with the approved Board Remuneration Framework; or at any other rate to be determined by the Board, on recommendation of the Committee.
- 8.3 The remuneration of all members of the Committee and the external experts referred to in 8.2 above must be disclosed in the Annual Financial Statements.

9. Performance Evaluation and Development

- 9.1 The performance of the Committee shall be evaluated, at least annually, to determine its effectiveness.
- 9.2 The results of the evaluation should be presented to the Committee for discussion.
- 9.3 The outcome of the assessment will be used to determine the training/development needs for the Committee as whole and/or individual Committee members; as well as the review of the composition of the Committee.

10. Approval and Review of the Terms of Reference

- 10.1 The Terms of Reference are approved by the Board and adopted by the Committee.
- 10.2 The Terms of Reference will be reviewed annually and if necessary amended, to ensure relevance to the Committee's authority, objectives and responsibilities; and in keeping with corporate governance best practices.
 - 10.2.1 All amendments to the Terms of Reference will be discussed and recommended by the Committee; and approved by the Board.
 - 10.2.2 The Terms of Reference will remain effective until substituted with a new version.

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