

South African Sports Coaches Association
Nominations Committee Terms of Reference

1. Introduction

The South African Sports Coaching Association (SASCA) is registered as a Non-statutory Not-for-Profit Company. These ToR are subject to the provisions of the Companies Act No. 71 of 2008 (“Companies Act”), (The Act), the Nonprofit Organisations Act, No. 71 of 1997, as Amended in the Nonprofit Organisations Amendment Act, No. 17 of 2000, (The NPO Act) and by the King IV Report on Corporate Governance™ for South Africa 2016 (“King IV™”) and SASCA’s Memorandum of Incorporation (“MOI”),

The Act provides the board with the power to appoint board committees, and to delegate to such committees any of the authority of the board. The authority of the board to appoint board committees is subject to the company’s Memorandum of Incorporation. If the company’s Memorandum of Incorporation, or a board resolution establishing a committee, does not provide otherwise, the committee may include persons who are not directors of the company. However, it should be noted that where non-directors are appointed to a board committee, such persons are not allowed to vote on a matter to be decided by the committee.

King IV suggests that all board committees, other than the risk committee, should only comprise members of the board and should have a majority of non-executive directors. The majority of the non-executive directors serving on these committees should be independent.

Committees should be chaired by independent non-executive directors. Advisors, experts and other external parties may attend committee meetings by invitation. Non-directors serving as members on committees of the board are not entitled to vote, and will be subject to the same standards of conduct and liability as if they were directors.

Executive directors and senior management may be invited to attend committee meetings if the chair of the committee considers their input and contribution to be of value to the decision-making process. Board committees are allowed to consult with or receive advice from any person, including employees, advisors, or other board committees.

2. Purpose

2.1 The Nominations Committee (**Committee**) is constituted as a committee of the Governing Body (**Board**) of the South African Sports Coaching Association (SASCA) (**Organisation**). The Board acknowledges the need for Committee terms of reference (“ToR”) as recommended in the King IV Report on Corporate Governance™ for South Africa 2016 (“King IV™”).

2.2 The duties and responsibilities of the members of the Committee, as set out in this document, are in addition to those duties and responsibilities that they have as members of the Board. The deliberations of the Committee do not reduce the individual and collective responsibilities of Board members in regard to their fiduciary duties and responsibilities - they must continue to exercise due care and judgment in accordance with their legal obligations.

2.3 King IV recommends that the delegation of powers to a committee be made official, in order for the members to have formal terms of reference to determine the scope of their powers, and the responsibilities they bear.

3. Mandate

3.1 The Committee's authority is derived from the delegated authority of the Board as contemplated in these Terms of Reference, in accordance with section 72(1) (b) of the Companies Act.

3.2 Aside from as set out herein, the Committee has no ultimate decision-making authority; it provides oversight and makes recommendations to the Board in respect of the matters within the scope of the Committee's functions as set out in these Terms of Reference for the Board's consideration and, if the Board considers it appropriate, ultimate approval.

3.3 The Board supports and endorses the Committee, which operates free of any organizational impairment. The Committee acts in accordance with its statutory duties and the delegated authority of the Board as recorded in these Terms of Reference.

3.4 The Committee must act independently (with accountability to the Board) and does not assume the functions of management, which remain the responsibility of the executive directors of the Company, prescribed officers and other members of senior management.

4. Membership of the Committee

4.1 King IV suggests that the committee should only comprise members of the board. The majority of the members should be non-executive, of which the majority should be independent.

4.2 Executive members may not be members of the Committee but may attend meetings as invitees.

4.3 The Committee shall be chaired by the Board Chair as an independent non-executive member, failing which an independent non-executive director should be the chairperson.

4.4 The members of the Committee shall collectively have sufficient qualifications and experience to fulfill their duties. The Committee members are required to keep up to date with developments impacting their relevant skill set as well as the subject areas relevant to required skill set needed on the Committee.

4.5 The board shall select the members of the Committee from its current members and as far as possible in line with the composition and skills requirement.

4.6 The Committee's composition is reviewed annually by the Board. The Board fills vacancies on the Committee within 40 (forty) business days after the vacancy arises.

5. Roles and Functions of the Committee

The role of the nominating committee shall be to assist the Board with overseeing the following:

5.1 To review, on a regular basis, the composition of the full board, for it to execute its duties effectively and where it appears that the board is lacking in skills or experience in a certain area, to identify how best to rectify the situation. This may involve identifying skills that are required, and those individuals' best suited to bring these to the board.

5.2 The Committee will have oversight and will ensure that the Organisation complies with the nomination processes to fill vacancies on their boards,

5.3 The committee is empowered to consider the size and balance of the full board, and to make recommendations where, in the opinion of its members, improvements could be made. It remains the responsibility of the full board of directors to consider the recommendations made and to vote on any nominated appointments or, as the case may be, suggested removals

5.4 The basis for re-election of Board members

5.5 One of the important considerations for the committee is whether there are adequate succession plans in place to mitigate the effects of losing key members of the board, specifically non-executives as these individuals may be more difficult to replace than executive directors who have followed a defined career path through the management of the company, as well as for management

5.6 The role of the nominations committee may be extended to also consider the skill, experience and succession planning with respect to the executive management team.

5.7 Requesting confirmation from candidates of any other professional commitments and/or directorships held and considering whether they have sufficient time available to fulfill the responsibilities required by the Board.

5.8 Recommend candidates to the Board for consideration to be put forward to the members at the Annual General Meeting for voting (selection) and appointment.

5.9 Consider whether to recommend the re-election of non-executive members whose terms are coming to end, based on the members' performance and attendance on the Board and committees.

5.10 Oversee the development and implementation of continuous professional development (CPD) programmes for the Board (which can include, *inter alia*, regular briefings on legal and corporate governance developments, and risks and changes in the external environment of the Organisation).

5.11 Consider and recommend to the Board targets in respect of gender and race representation needed on the Board.

5.12 Review regularly, the structure, size and composition of the Company's Board and its Committees, and make recommendations to the Board with regard to any adjustments that are deemed necessary to ensure the required mix of skills, experience, other qualities and diversity to ensure the effectiveness of those bodies.

5.13 Evaluate the effectiveness of management as a whole and report thereon to the Board.

5.14 Review the process for nominating, electing and appointing members of the Board and its Committees, and make recommendations to the Board in respect of any proposed adjustments thereto that the Committee deems necessary, in order that such processes may comply with applicable legislation and regulatory provisions.

5.15 Be responsible for identifying and nominating candidates for the approval of the Board to fill vacancies on the Company's Board and its committees, taking cognizance of best practice, the Appointment and Board Diversity Policy and any legislated requirements.

5.16 Make recommendations, based on the Board and Committee evaluation results, to the Board for the continuation in service (or not) of any director as an executive or non-executive director.

6. Board Composition Matters

6.1 Identify individuals qualified to be elected as members of the Board and Board committees, to recommend such individuals to the Board for appointment in terms of the Company's MOI and to establish procedures to ensure that the selection of individuals for such recommendation is transparent.

6.2 Identify successors to the chairperson of the Board, and recommend such successors to the Board.

6.3 Establish formal and transparent procedures for the appointment of directors of the Company, including:

- i. Identifying and participating in the selection of suitable candidates to be recommended to the Board for appointment as executive and non-executive directors of the Company.

- ii. Review the results of background checks on potential candidates prior to their nomination taking into account the provisions of sections 69 and 162 of the Companies Act and the recommendations of the King IV Report on Corporate Governance for South Africa, 2016 (King Code) relating to the attributes of directors in general.
- iii. Ensure that appointments of directors to the Board have been formalized through an agreement between the Company and the director concerned.

7. Meeting Procedures

7.1 Frequency

The Committee shall hold sufficient scheduled meetings to discharge all its duties as set out in these ToR but subject to a minimum of 2 (two) meetings per year.

7.2 Attendance

7.2.1 Representatives from assurance providers, professional advisors and management may attend Committee meetings, at the discretion of the Chair, by invitation only and in such instances shall not have a right to vote on matters before the Committee.

7.2.2 In addition, the Chair may request such invitees to leave the meeting at any time should there be matters on the agenda that are confidential and to which they should not be privy to.

7.2.3 Any other member of the Board is entitled to attend the Committee meetings as an observer.

7.2.4 Committee members shall attend all scheduled meetings of the Committee, including meetings called on an *ad hoc* basis for special matters, unless prior apology, with reasons, has been submitted to the Chair or Board Secretary.

7.2.5 Committee members may attend meetings in person or via electronic means. If the elected Chair of the Committee is absent from a meeting, the members present shall elect a member amongst them to act as Chair for that meeting.

7.3 Agenda and Minutes

7.3.1 The Committee shall establish an annual work plan for each year to ensure that all relevant matters are covered by the agenda of the meetings planned for the year.

7.3.2 A detailed agenda together with supporting documentation, shall be circulated, at least *seven (7) working days* prior to each scheduled meeting to the members of the Committee and other invitees (where applicable).

7.3.3 Committee members are required to be fully prepared for Committee meetings in order to be able to provide appropriate and constructive input on matters for discussion.

7.3.4 The minutes of meetings shall be completed as soon as possible after the meeting and circulated to the Chair for review thereof. The minutes must be formally approved by the Committee at its next scheduled meeting or via email communication.

7.3.5 Minutes of the meeting signed by the Chair are sufficient evidence that the matters referred to therein have been fully discussed and agreed, whether by way of a formal meeting or otherwise.

7.4 Declaration of interests

7.4.1 At the commencement of each meeting, all Committee members should declare whether they have any conflict of interest in respect of any matter on the agenda. Such conflict should be recorded in the minutes and conflict of interest register (where applicable).

7.4.2 The Committee should discuss the conflict and decide upon its severity, impact and determine the appropriate management of such.

7.4.3 Depending on the outcome of Clause when that agenda item arises the member should be recused from the meeting for the duration of that matter being discussed.

7.5 Quorum and Voting

7.5.1 The required quorum for meetings shall be *indicated whether majority (50% plus 1) or a specific number of members.*

7.5.2 Individuals in attendance at Committee meetings by invitation may participate in discussions but do not form part of the quorum for Committee meetings.

7.5.3 A quorum shall be required in order for any decision or resolution to be made at a meeting or otherwise.

7.5.4 If there is no quorum at a meeting, its members may proceed with the meeting to discuss items on the agenda without making any decisions on such items, or may postpone the meeting to an agreed alternative date and time.

7.5.5 Each committee member shall have 1 (one) vote.

Approval of the Terms of Reference

These ToR were approved by the Board on 5 August 2020 and will be due for review annually.