

South African Sports Coaching Association (SASCA)

Social and Ethics Committee Terms of Reference

1. Introduction

The South African Sports Coaching Association (SASCA) is registered as a Non-statutory Not-for-Profit Company. SASCA complies with the requirements of the Companies Act, Act No. 71 of 2008, and is guided by good governance principles of the King IV report. The SASCA Social and Ethics Committee will be guided by these Terms of Reference.

2. Purpose

The purpose of the Social and Ethics Committee will be:

- a) To assist the Board in the establishment, setting and overseeing the ethical policy framework, and ensuring and monitoring the overall ethical health of the organisation and compliance with professional and ethical standards.
- b) To assist the Board with the administration of social and ethical matters relating to the organisation.

3. Duties and responsibilities summary

- Authority
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4. Authority

The Social and Ethics Committee has the following areas of delegated authority:

- a) The Committee has delegated authority from the Board in respect of the functions and powers set out in these Terms of Reference.
- b) The Committee has reasonable access to the SASCA's records, facilities and any other resources necessary to perform its duties and responsibilities. It also has authority to investigate any matter within its Terms of Reference and to obtain such information as it may require.
- c) The Committee may form, and delegate authority to, subcommittees and may delegate authority to one or more designated members of the Committee to perform certain tasks on its behalf but the Committee remains accountable for same.
- d) The Committee has the right to obtain independent outside professional advice to assist with the execution of its duties, subject to approval by the Board, at the SASCA's cost.
- e) The Committee has decision-making authority in respect of its statutory duties and is accountable in this respect to both the Board and to SASCA's members. The Committee makes recommendations to the Board in respect of all responsibilities delegated to it by the Board which fall outside of its statutory duties.

5. Overall Ethical Health

The Social and Ethics Committee is responsible for the organizational "health" in terms of how it implements its ethics and values, in the following way:

- a) Oversee and ensure that an appropriate culture of integrity, code of conduct, values and ethical behavior, prevails.
- b) Monitor SASCA's overall ethical health and culture.
- c) Investigate, and take action, where necessary, should serious issues related to ethics or values have been identified.
- d) Monitor the actions taken in cases where behavioral issues related to ethics or values have been identified.
- e) Ensure that there is an effective structure as well as processes and systems in place for good ethical practices and for what is deemed as acceptable and unacceptable ethical practices and standards.
- f) Recommend amendments to the Board where necessary, thereby ensuring that lessons learnt are integrated as required.
- g) Ethics needs to be embedded in SASCA's culture and needs to be practiced at all times.

Reporting

The Committee will:

- a) Ensure that minutes of each Committee meeting will be disclosed at the next meeting of the Board.
- b) Report to the Board, through the Chair of the Committee on its work and areas of concern and areas of further action.
- c) Compile a report of the work of the Committee in discharging its responsibilities for inclusion in the Annual Report, including a description of significant issues dealt with by the Committee.
- d) Work and liaise as necessary with other committees of the Board.

Governance and Resources

The Committee shall:

- a) 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 fulfillment of its role and whether or not its annual plan of work is manageable.
- b) 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.
- c) Have access to sufficient resources in order to carry out its duties and have the power to engage independent counsel and other professional advisers and to invite them to attend meetings.

Meetings and Proceedings

- a) Meetings of the Committee will be held as frequently as the Committee considers appropriate but the Committee must hold sufficient meetings to discharge all its duties.
- b) The Chief Executive Officer (CEO) of SASCA or the Board may request a Committee meeting. Reasonable notice (confirming the venue, time and date) of Committee meetings must be given to the Committee members together with the agenda of items to be discussed at such meeting (including relevant supporting documentation) and such notice and agenda must ideally be circulated to Committee members before each meeting and members should ensure that they are adequately prepared for the matters to be discussed.

- c) The Committee may invite the CEO of SASCA, members of the management team, professional advisors, Board members and any other person whom the Committee believes is necessary to attend its meetings; however, such invitees shall have no voting rights whatsoever at such Committee meetings.
- d) Committee members must attend all scheduled meetings including *ad hoc* Committee meetings unless prior apology with reasons has been submitted to the Chairperson. If the Chairperson is unavailable to chair the relevant Committee meeting, then the other Committee members may elect one of the members present to act as Chairperson of such meeting. The person elected as secretary of the Committee, and shall keep appropriate records of all Committee meetings as well as minutes of proceedings and all decisions taken at Committee meetings unless he or she is unavailable, in which case the Committee may appoint another person whom the Committee considers appropriate to perform such function.
- e) Special meetings may be called by any member of the Committee (including at the request of the external or internal auditors or legal advisors) or at the instance of the Board where such further meeting is considered necessary.
- f) The Chairperson has the right to exclude any items to be discussed while attendees are present where a conflict of interest becomes evident.

Terms of Reference

These terms of reference will be reviewed annually to ensure compliance with the latest corporate governance best practice and approved either:

- (a) By the Board; or
- (b) The Chairperson of the Committee and selected members of the Board.

Approved on 5 August 2020