

## **Board Terms of Reference**

### **1) Introduction**

- a) The South African Sports Coaching Association NPC (SASCA) is committed to good governance practices in order to achieve the core governance outcomes of an ethical culture, good performance, effective control and legitimacy.
- b) This Board Charter has been implemented to identify, define and record the responsibilities, functions and composition of the Board and to serve as a reference to new Directors.
- c) This Board Charter is further subject to the provisions of the Companies Act, No. 71 of 2008 (as amended), the Memorandum of Incorporation (MOI) and any other applicable law or regulatory provision.
- d) This Board Charter is not intended to replace or amend the MOI or Rules in any way whatsoever. In the event of a conflict between the MOI and/or the Rules and the Board Charter, the provisions of the MOI and Rules shall prevail.

### **2) Purpose**

- a) The purpose of the Board Charter is to provide a concise overview of –
  - i) the roles, responsibilities, functions and powers of the SASCA Board (“the Board”), individual Directors and the officials and executives of SASCA;
  - ii) the powers delegated to various Board committees of SASCA;
  - iii) the policies and practices of the Board in respect of matters such as corporate governance, declarations and conflicts of interest, Board meeting documentation and procedures, composition of the Board and the nomination, appointment, induction, training and evaluation of Directors and members of Board committees.

### **3) Composition of the board**

- a) The Board consists of a minimum of 5 (five) and a maximum of 15 (fifteen) Directors, inclusive of ex officio directors.
- b) The Head of Operations serves as an *ex officio* executive Director of SASCA.
- c) To maintain a balance of power, the Board consists of a majority of independent non-executive directors appointed through a formal process as stipulated in the MOI.
- d) The Board appoints a Chairperson from the independent non-executive Directors
- e) The term of office of elected non-executive directors is 3 (three) years. Thereafter non-executive directors may be re-elected for an additional term subject to the rotation guidelines in the MOI.
- f) One third (1/3) of the non-executive Directors will retire from office at every annual General Meeting in accordance with a Board approved rotation schedule. If the number of non-executive Directors is not three or a multiple of three, the number nearest to one-third (1/3) retires from office.
- g) In addition to the provisions of the MOI, the composition of the Board shall ensure the presence of a wide range of skills, knowledge and experience necessary to meet the SASCA’s strategic objectives, but shall in all respects comply with the relevant

provision of the MOI and where applicable, such ancillary regulations as may be determined, by the Board, from time to time.

#### **4) Role, responsibilities and powers of the board:**

- a) Within the powers conferred upon the Board by the MOI and the Companies Act the Board has determined its main function and responsibility as being to add significant value to SASCA by -
  - i) retaining full and effective control over SASCA and providing effective and ethical leadership in the best interest of SASCA;
  - ii) developing policies or guidelines of the Board in respect of matters such as corporate governance, declarations and conflicts of interest, Board meeting documentation and procedures, composition of the Board and the nomination, appointment, induction, training and evaluation of Directors and members of Board committees.
  - iii) informing and setting the strategic direction of SASCA and ensuring that strategy, risk, performance and sustainability considerations are effectively integrated;
  - iv) bringing independent, informed and effective judgment to bear on material decisions of SASCA;
  - v) monitoring and evaluating implementation by Board committees and executive management of the Board's strategies, decisions, values and policies with a structured approach to governance, reporting and risk management;
  - vi) ensuring that SASCA has appropriately constituted and effective Board committees as required by the Companies Act, MOI and recommended by best corporate governance practice that SASCA chooses to apply;
  - vii) ensuring that disputes are resolved as effectively, efficiently and expeditiously as possible; and
  - viii) monitoring of the relationship between SASCA and its members and other stakeholders.

#### **5) Directors' code of conduct**

- a) The members of the Board acknowledge and accept the scope and extent of their duties as Directors. They have a responsibility to carry out their duties in an honest, diligent and responsible manner and within the scope of their authority, as set forth in the Act, good governance principles and the MOI.
- b) The members of the Board are entrusted with, and are responsible for, the oversight of the strategy of SASCA in an honest, fair, diligent and ethical manner. As Directors, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of SASCA.
- c) The members of the Board have adopted this Code of Conduct (which is part of the ToR/Charter) and the Directors are expected to adhere to the standards of care, loyalty, diligence, good faith and the avoidance of conflicts of interest that follow.
- d) Each Director undertakes to: -
  - i) act in the best interests of, and fulfil their fiduciary obligations to, SASCA;
  - ii) act honestly, fairly, ethically and with integrity;
  - iii) conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
  - iv) will deal fairly with all stakeholders, if applicable;

- v) comply with all applicable laws, rules and regulations;
- vi) act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- vii) not use SASCA's property or position for personal gain, economic or otherwise;
- viii) not use any information or opportunity received by them in their capacity as Directors in a manner that would be detrimental to SASCA's interests;
- ix) act in a manner to enhance and maintain the reputation of SASCA;
- x) disclose any personal interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest;
- xi) respect the confidentiality of information relating to the affairs of SASCA acquired in the course of their service as Directors, except when authorized or legally required to disclose such information.

## **6) Chairperson's responsibilities**

- a) Set the ethical tone for the Board and SASCA;
- b) Provide overall leadership to the Board without limiting the principle of collective responsibility for Board decisions, while at the same time being aware of the individual duties of Board members;
- c) Assist senior management in identifying and overseeing a formal succession plan for the Board and Head of Operations and Executive Director;
- d) The core functions of the Chairperson include:
  - i) Formulate (with the board members and staff of SASCA) the annual work plan for the Board;
  - ii) Preside over Board meetings and ensure that time in meetings is used productively;
  - iii) Require Board minutes and Board documentation to be correct, and stored safely;
  - iv) Ensure that staff have fair employment contracts in place which includes a market-related remuneration system;
  - v) Ensure that processes are in place to conduct annual performance assessments of staff;
  - vi) Hold the HoO or ED accountable and responsible for the implementation of Board decisions and approved annual plans and programmes;
  - vii) Manage conflicts of interest. The Chairperson must ask affected directors to recuse themselves from discussions and decisions in which they have a conflict, unless they are requested to provide specific input, in which event they should not be party to the decision.; or recuse himself/herself should there be a personal conflict of interest;
  - viii) Act as the link between the Board and the Head of Operations (or Executive Director when this becomes a separate post);
  - ix) Take a lead role in the process for removing staff from SASCA on the grounds of misconduct, incapacity or incompetence;
  - x) Initiate the removal of a board member at any time before the expiry of the member's term of office on the grounds of misconduct, incapacity or incompetence;

- xi) Ensure that all directors are made aware of their responsibilities through an induction programme, and that an annual Board Governance ‘refresher’ programme is attended by all Board members;
- xii) Ensure that a formal programme of continuing professional education(CPD) is adopted at Board level;
- xiii) Require the HoO or ED to uphold rigorous standards of preparation for Board meetings and briefing meetings with the Chairperson;
- xiv) Hold the HoO or ED responsible and accountable to execute Board decisions and other actions emanating from members’ meetings; and
- xv) Hold Board members accountable for conducting the work of Board sub-committees or other committees to which they are nominated.

## **7) Conflict of interest**

- a) Board members are legally obliged to act in the best interest of SASCA, to act with due care in discharging their duties as Board members, to declare and avoid conflicts of interest and to account for any advantages gained in discharging their duties on behalf of the organisation.
- b) A Board member who has a real or perceived interest in any of the business of SASCA shall declare such interest at a Board meeting as soon as the Board member becomes aware of such specific interest.
- c) All Board members shall, in good faith, disclose to the Board any business or other interest that is likely to create a potential conflict of interest, including:
  - i) all business interests, direct or indirect in any other company, partnership or business venture;
  - ii) directorships, shareholdings, share options and/or other interests in the organisation;
  - iii) any direct or indirect interest in any transaction with SASCA;

## **8) Board sub-committees**

- a) The Board may delegate any of its powers to Board appointed committees consisting of such Board members or other persons as it deems fit.
- b) Each Board committee must have a terms of reference dealing with its composition; role and purpose; functions; delegated authorities; tenure; meeting requirements and procedures and reporting mechanism to the Board.
- c) The delegation of authority to Board committees shall not mitigate or discharge the Board and its directors from their duties and responsibilities.
- d) The Chairperson of each committee shall report back to the Board at each Board meeting on a general principle of transparency and full disclosure.

## **9) Board meetings**

### **a) Frequency**

The frequency of formal Board meetings is determined by Board but may not be less than 4 (four) meetings per year.

### **b) Participation**

- i) Board members must attend all scheduled meetings of the Board, including meetings called on an *ad hoc* basis for special matters, unless prior apology, with reasons, has been submitted to the Chairperson.
- ii) Board members are expected to participate fully, frankly and constructively in Board discussions and to bring the benefit of their particular knowledge, experience, skills and abilities to bear in discharging their duties as directors.
- iii) Board members who fail to attend 3 (three) or more consecutive Board meetings in any year may be removed from the Board of Directors, as provided for in section 71 of the Act. This provision shall equally apply to Board Subcommittee attendance as well.

**c) Quorum**

- i) The quorum for a properly constituted Board meeting is determined by the MOI.
- ii) Each resolution by the Board shall be considered and resolved in terms of the provisions of the MOI.

**d) Agenda, meeting papers and minutes**

- i) The Chairperson shall cause an agenda to be prepared for each Board meeting. Any director may request an item to be placed on the agenda. The Agenda and the draft version of the minutes from the previous meeting must be sent to Board members at least seven ( 7 ) working days before the next Board meeting;
- ii) The agenda shall comprise of at least the following items:
  - Attendance and apologies;
  - The Minutes of the previous meeting, for approval and signature;
  - An action list or matters arising from the previous meeting;
  - Reports on strategic initiatives and progress in relation thereto;
  - Reports on matters of material or potentially material impact and/or risk.
  - Documentation / memoranda on matters requiring specific approval by the Board;
  - Reports by the Head of Operations;
  - Board Sub-committee feedback from the relevant Committee Chairpersons and minutes tabled for information.
  - Documentation / memoranda on governance matters of a general or of an ad-hoc nature.
  - To the extent reasonably practicable, Board papers will be circulated to all Directors at least seven (7) working days before a Board meeting;
- iii) Comprehensive minutes of each Board meeting decisions will be kept. Minutes of discussion will be limited, but any Director may request a point to be minuted if he or she so wishes.

**10) Director induction & training:**

New directors will be required to undergo an induction and orientation program prior to attendance of their first Board meeting and at least one annual refresher course will be provided to all Directors when necessary.

**11) Board evaluation**

The Chairperson shall cause an annual Board evaluation to be conducted towards the end of each year.

## **12) Approval of these Terms of Reference**

These Terms of reference/charter was approved by the Board on **5 August 2020** and will be due for review on **31 July 2021**.