



Committee Charter Rachel Swart Fund (RSF)

Introduction

The Committee of RSF acknowledges the need for a Committee Charter as recommended in the Code of Governance Principles.

RSF has adopted the Voluntary Independent Code of Governance.

It also acknowledges accountability to stakeholders who are donors, beneficiaries, employees, part of government and the general public.

The purpose of the Charter

The Committee Charter sets out the composition, policies and practices of the Committee in respect of its duties, functions, responsibilities and the roles, obligations, rights and powers of the Committee.

The code of conduct is also governed by the Constitution of the RSF.

The Powers of the Committee

The Constitution of the RSF places all powers in the hands of Committee.

The composition of the Committee

The RSF consists of nine members who are all nonexecutives.
The Chairperson of the Committee is elected by the Committee.

The Committee members need to have among them sufficient experience and complementary skills to properly govern and lead RSF and should include people with:

- Detailed knowledge and understanding of RSF's programs, including monitoring and evaluation skills.
- Thorough financial skills,
- Knowledge of the NGO sector and donors whom RSF does and could obtain funding from.
- Commercial experience.
- Knowledge of company administration including human resource skills.

The purpose of the Committee

The Committee's main purposes are to set the strategy for RSF and monitor how the Fund performs. It needs also to ensure good governance and compliance with legal requirements.

Roles and Responsibilities of the Committee

The functions of the Committee are the following:

- Provide effective leadership on an ethical foundation, avoiding conflicts of interests and collaborating with the staff in a manner that accords with high ethical standards.
- Ensure RSF's values and strategic plans are clearly defined through inclusive and transparent organisational processes.
- To regularly monitor and evaluate individual and collective performance, including that of the Committee.
- Establish, monitor and report on RSF programs, internal controls, budgetary discipline and procedures.
- Accountability and transparency of financial reports, programmes and activities and the sources of the funding received
- Ensure that compliance obligations and functions are effectively discharged
- Ensure that all significant risks are adequately considered and accounted for by the Committee.

Appointment and Tenure of the Committee Members

- Members may nominate a new member. The curriculum vitae of the prospective candidate shall be sent to the other members on the Committee at least 14 days prior to the meeting.
- The shortlisted candidate will meet with at least two of the Committee members before any appointment is made. New members will be appointed by a majority vote of members.
- The Committee will ensure that each member appointed to the Committee receives induction on the RSF's programs and their role on the Committee.
- Members will serve for two years whereupon they will resign. They may make themselves available for re-election. Re-election or reappointment will be subject to continued satisfactory performance.
- If a Committee member's office is terminated for whatever reason, the incoming Committee member's term of office will commence from his/her date of appointment/election and not from date of appointment of the outgoing Committee member.
- Any vacancy in the Committee is to be filled within 6 months.

Termination as Committee Member

The member ceases to be a member under any of the following circumstances.

- The Committee member resigns by giving notice in writing to the secretary; or
- The member becomes unfit to act and/or incapable of acting as a member of the Committee; or
- The member is placed under curatorship by any court of competent jurisdiction; or
- The member files a petition for the surrender of his estate as insolvent;
- The member fails to attend 3 consecutive meetings without prior apology and without good cause;
- The member dies; or
- The member is convicted of a criminal offence

Remuneration of Committee Members

Committee members will not be remunerated by RSF. Committee members are reimbursed for reasonable travel expenses. Any other ad hoc expenses require Committee approval before the expenses are incurred.

Appointment and Tenure of the Chairperson of the Committee

The Chairperson and Deputy Chairperson are elected by the Committee from amongst the Committee members for a two-year term. The outgoing Chairperson and Deputy Chairperson may make themselves available for re-election.

Committee Training and Skills

The Committee of RSF has a responsibility to provide orientation and induction to new Committee members. The Committee may agree to provide other training.

With regard to continuous and lifelong learning/professional development, the onus is on the Committee members to ensure that they maintain and enhance their professional capability for which they are appointed.

Delegation

The Committee has delegated the daily operations of the RSF to the Administrator and staff.

Meeting Procedures

Frequency

There will be at least 3 meetings per year, one of which shall be the annual general meeting.

Two or more members may call a meeting at any time.

Notice for all meetings shall be 14 business days. Notice may be waived if all members present at the meeting agree to waive notice

Attendance

Committee members should attend all scheduled Committee meetings, including meetings called on an ad hoc basis for special matters, unless prior apology, with reasons, have been submitted to the Chairperson or Company Secretary.

If the Chairperson is unable to attend a meeting, the Deputy Chairperson shall take up the position of Chairperson. If the Deputy Chairperson is also not available, the Committee is to appoint one of their members as Acting Chairperson for that meeting.

Agenda and Minutes

All Members and invitees will be provided with a detailed agenda, together with supporting documentation circulated 7 days prior to the meeting. Committee members have the right to request additions to the agenda either prior to the meeting or at meetings. Committee members should be fully prepared for Committee meetings and are expected to provide appropriate and constructive input on matters for discussion.

Minutes are to be kept of all meetings and circulated to members.

The annual general meeting shall approve the annual financial statements, the appointment of the auditors and the re-election of members.

At general meetings members will be updated on:

- a). The status of programme activities.
- b). A financial report including income statement versus budget.
- c). An update of the company's personnel and general administration of RSF.
- d). The status of donor funding and any income generating activities.
- e). The status of the RSF's investment fund.
- f). An update on the monitoring and evaluation program.
- g). Any other pertinent issues.

Meetings may be held by electronic communication subject to members being able to communicate as if they were physically present at the meeting.

Resolutions may be passed by electronic communication.

Decision-making

Each member will have 1 vote and resolutions will be passed by a majority vote. The Committee must make a reasonable effort to reach consensus. Ordinary resolutions require more than 50% vote. In the event of a tie, the chairperson will have a casting vote. Special resolutions require a 75% vote. Removal of members will require a 2/3 majority.

A resolution circulated to all the Committee members via e-mail shall, provided that the number of the Committee members, who signify their approval by return of e-mail is no less than the number required for a quorum, be as valid and effective as if it was passed at a Committee meeting.

Any resolution passed must be recorded in the minutes. Failure to so record the resolution shall however not affect the validity of the resolution. In the event where a Committee member recuses him or herself for a period of time due to conflict of interest he or she is not to be regarded as being present at the meeting for the purpose of determining whether a resolution has sufficient support to be adopted

All resolutions are to be kept in a sequentially numbered register.

Quorum

A quorum shall consist of three members. Committee members attending via video or telephone link are counted for purposes of determining whether a meeting is quorate.

Invitees and individuals in attendance at Committee meetings by invitation may participate in discussions but do not form part of a quorum for Committee meetings.

In the event where a Committee member recuses him or herself due to a conflict of interest he or she is to be regarded as being present at the meeting for the purpose of determining whether sufficient members are present to constitute the meeting.

Conflicts of Interest

Committee members must put the interests of the Fund above all other interests. Conflicts of interest arise when a person in a position of trust makes a decision or enters into a contract from which they themselves, or friends, relatives or associates, stand to benefit.

Conflicts of interest must be declared to the Committee. If requested the relevant member, is to supply any material information relating to the matter and then recuse himself or herself from the discussion in respect of this issue.

Committee members, invited service providers and Fund officials are required to declare any interests in relation to any item on the agenda for any Committee or sub-committee meeting.

Duties and of Members

The common law principles apply, namely

- To act in the utmost good faith,
- in the best interests of the RSF,
- exercising, care, skill and diligence , and
- applying independent judgement



Chairperson