

Description	Terms of Reference: Social and Ethics Committee
Document owner	Chief Executive Officer South Western Districts Cricket
Approved by	Members Council SWD Cricket
Effective Date	28 February 2017
Revision Date	May 2018

TERMS OF REFERENCE: SOCIAL AND ETHICS COMMITTEE

1. Introduction

The Board of Directors of South Western Districts Cricket “the Board” resolved in terms of section 72(4) of the Companies Act, Act 71 of 2008 “the Act” to establish a statutory committee, namely the Social and Ethics Committee. The Committee will fulfil the duties as listed below in respect of the Company and in compliance with the Act, the Memorandum of Incorporation of the Company and the Operational Policy on its Code of Ethics.

Neither the appointment nor the duties of the Committee will reduce the duties or accountability of the Board of Directors of the Company.

2. Legal Framework

- a. Company’ Act, No 71 of 2008, as amended
- b. Memorandum of Incorporation: South Western Districts Cricket NPC
- c. The King Code of Governance for South Africa (King III report)

3. Purpose

The Committee is established to assist the Board with the oversight of social and ethical matters and in ensuring that the company is and remains a committed socially responsible corporate citizen.

The commitment to sustainable development involves ensuring that the Company conducts business in a manner that meets its existing needs without knowingly compromising the ability of future generations to meet their needs.

The Committees primary role is to supplement, support, advise and provide guidance on the effectiveness or otherwise of management's efforts in respect of social and ethics and sustainable development related matters which, inter alia, include the following:

- a. Cricket Community Development
- b. Corporate Social Investment
- c. Ethics Management
- d. Employment Equity
- e. Health and Wellness
- f. Safety
- g. Stakeholder Engagement
- h. Protection of Company Assets
- i. Environmental Management

4. Functions and Responsibilities

Statutory Duties (s72 (4) of the Act, Regulation 43 and s32 of the MOI)

To monitor the Company's activities having regard to any relevant legislation, other legal requirements or prevailing codes of best practice with regard to matters relating to:

- a. Social and economic development , including the Company's standing in terms of the goals and purposes of –
 - i. The 10 principles set out in the United Nations Global Compact Principles and
 - The OECD recommendations regarding corruption
 - The Employment Equity Act
 - The Broad Based Black Economic Empowerment Act;
 - ii. Good corporate citizenship, including the Company's –
 - Promotion of equality, prevention of unfair discrimination and reduction of corruption

- Contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed; and
 - Record of sponsorship, donations and charitable giving
- iii. The environment, health and public safety, including the impact of the Company's activities and of its products and services;
 - iv. Consumer relationships, including the Company's advertising, public relations and compliance with consumer protection laws; and
 - v. Labour and Employment, including-
 - The company's standing in terms of the International Labour Organisation Protocol on decent work and working conditions; and
 - The Company's employment relationships, and its contribution toward the educational development of its employees;
 - vi. To draw matters within its mandate to the attention of the Board as occasion requires
 - vii. **To deal with Corporate, Legal and Governance matters that may arise – including amendments to the Memorandum of Incorporation – an make proposals to the Board of Directors and/or Members' Council.**
 - viii. To report, through one of its members, to the Affiliate Members at the Annual General Meeting on the matters within its mandate.

5. **Powers**

- a. In respect of all duties as contained in the terms of reference the Committee will be accountable and will report to the Board of Directors.
- b. The Board supports and endorses the Committee, which operates independently of Management and is free from any organisational impairment.
- c. The Committee must have access to all information, including records, property and personnel of the Company, and must be provided with adequate resources in order to fulfil its responsibilities.

- d. The Committee is entitled to-
 - i. Investigate any activities within the provisions of its Terms of Reference;
 - ii. Seek outside legal or specialist advice or other independent professional advice at the Company's expense in accordance with the procedures developed by the Board for this purpose;
 - iii. Require from any Director or Prescribed Officer any information or explanation that is reasonably necessary for the performance of the Committee's functions;
 - iv. Request from any employee of the Company any information or explanation necessary for the performance of the Committee's functions;
 - v. Attend any Members Meeting;
 - vi. Receive all notices of and other communications relating to any Members Meeting;
 - vii. Be heard at any Members Meeting on any part of the business of the meeting that concerns the Committee's functions.

6. Composition of Members.

- a. The Committee is appointed by the Board in accordance with the directives as stipulated in Clause 24 of the MOI.
- b. The Committee will serve for a period of one (1) year
- c. Every Member serving on the Committee shall undertake to:-
 - i. Conduct them in a manner that will further and advance the values and interest of South Western Districts Cricket.
 - ii. Behave in a manner that reflects SWD's commitment to honesty, trust, transparency and business operations;
 - iii. Strive to perform at the highest level of excellence by setting quality standards;
 - iv. Acknowledge the rights and dignity of others and act in good faith in their interaction with all stakeholders and in the performance of the Committee's functions.

- v. The Board may terminate membership of any person serving on the Committee on recommendation of the Committee or at their discretion, after complying with all the set rules and procedures.

7. Meetings and Procedures

- a. The Committee will meet at least once per quarter and at such additional times as the Committee Chair or any member of the Committee may request and deem necessary to fulfill their role.
- b. Where the Chair is absent from a Committee meeting, a Chair for the meeting will be appointed by the members of the Committee present.
- c. Any Committee member may convene a meeting of the Committee or request the Secretary of the Committee to do so, provided the Chair and Secretary have been given reasonable prior notice. The CEO will act as the secretary for this committee.
- d. Any Committee member may require business to be included in the agenda, provided the Chair and Secretary have been given reasonable prior notice of that business.
- e. Meetings of the Committee will be conducted in accordance with those provisions of the SWD Cricket's MOI which relate to the proceedings of meetings, to the extent not inconsistent with this Terms of Reference.
- f. A quorum shall be three members.
- g. The CEO, or any other attendee, may not participate in deliberations of the Committee where the matter could affect his or her position or where he or she has a personal interest in the matter. Should the CEO be required to be excused from the meeting where the matter could affect his or her position or where he or she has a personal interest in the matter the committee will appoint an interim secretary.
- h. Committee meetings may be held by telephone or other electronic means.
- i. Reports and other papers of the Committee shall be made available to all directors upon request, provided no conflict of interest exists.
- j. All committee members and other attendees at Committee meetings as officers and/or fiduciaries are required to keep all information presented (whether written or oral) or discussed at Committee meetings confidential and only use and disclose this information in the proper discharge of their duties to SWD Cricket NPC.

8. Minutes

- a. Minutes of meetings of the Committee shall be prepared by the Secretary, approved by the Committee Chair in draft and circulated to all members of the Committee and to the Board with 14 days.
- b. Minutes of meetings of the Committee shall be confirmed at the next meeting of the Committee and then signed by the Committee Chairperson.

9. Reporting Procedures.

- a. The Committee Chair will provide a report on the actions of the Committee to the Board at the first meeting of the Board of Directors directly following the meeting of the Committee.
- b. The report shall include any material matters arising from the Committee meeting and any recommendations requiring approval and/or action from the Board of Directors.
- c. Copies of Committee papers and reports, together with minutes of each Committee meeting will be circulated to all Board members.

10. Annual Review

- a. The Committee will conduct an annual review of its performance and effectiveness by reference to this Terms of Reference and current best practice.
- b. This review process will include a review of the appropriateness of the terms of this Terms of Reference for current circumstances.
- c. After completing its evaluation, the Committee should review the results with the Board so that appropriate action can be taken on any recommendations resulting from the review.
- d. Where considered necessary, the Committee may propose amendments to the responsibilities, functions or membership of the Committee and recommend to the Board of Directors the formal adoption of a revised Terms of Reference for future operations of the Committee.

11. **General.** The Committee members are obliged to disclose in writing any interest they have within or outside the Company that may be perceived to be a conflict of interest and interfere with the performance of their duties.

(R.S. CLAASSEN)
PRESIDENT SWD CRICKET

DATE:_____

(C.A. KENNEDY)
CEO SWD CRICKET

DATE:_____