



BOARD CHARTER

This Board Charter sets out the authority, responsibilities, membership and operation of the members of the Board of the Corporate Counsel Association of South Africa NPC. It is to be read in conjunction with the organisation's Memorandum of Incorporation and its other constituent documents.

FUNDAMENTAL OBJECTIVES

The Corporate Counsel Association's Board operates under a number of guiding principles and values in order to advance the Corporate Counsel Association as an organisation. These are:

- Continuous improvement of services to Corporate Counsel Association's members;
- Responsible management;
- Financial viability;
- Ethical behaviour; and
- A strong and growing membership base.

These objectives are reflected in the structure of this document.



1. OPERATION OF THE BOARD

1.1 Governance

Each of the Board members and the organisation's CEO and Secretariat are fully committed to high standards of corporate governance, which includes embracing the following principles:

- To observe high standards of ethical and moral behaviour;
- To act in the best interests of the members of the Corporate Counsel Association;
- To ensure that the Corporate Counsel Association acts as a good corporate citizen and is recognised as a model association of Corporate Counsel;
- To recognise the interests of all Corporate Counsel, regardless of the sector in which they practise;
- To have respect for certain guiding values in relation to the operations of the Board itself:
 - Openness, honesty, integrity;
 - A healthy sensitivity;
 - Objective, robust discussion;
 - Collegiate outcomes;
 - Not taking oneself too seriously;
 - Not being 'hurt' by outcomes;
 - Recognising diversity.

1.2 Board Responsibilities

The primary responsibility of each Board member is to exercise their judgement to act in what they believe to be the best interests of the Corporate Counsel Association and its members. In discharging that obligation, Board members should be entitled to rely on the honesty and integrity of the Association's CEO, Secretariat and its external advisors and auditors.

The Board will ensure that there is a culture of honesty, openness and integrity at the heart of the organisation.



In furtherance of its responsibilities, the Board will:

- Set clear overall direction and provide a consistent vision for Corporate Counsel Association;
- Ensure that appropriate systems and processes are in place so that the activities of the organisation are conducted in an honest, ethical, and responsible manner;
- Oversee the overall conduct of the organisation and ensure that it is being properly managed;
- Ensure that effective audit, risk management and compliance systems are in place to protect the organisation's assets and to minimise the possibility of the organisation acting beyond legal requirements or beyond acceptable risk parameters;
- Be actively engaged in directing and approving the strategic planning of the organisation and monitoring the organisation's CEO 's implementation of the strategies;
- Set delegated financial authority levels for the Corporate Counsel Association CEO and secretariat;
- Approve and, in accordance with agreed timetables, review the organisation's Strategic and Business plans and budgets;
- Appoint and review the performance of the CEO;
- Act in such a way that Board meetings and discussion promote focused debate within a supportive team atmosphere;
- Ensure effective and timely reporting to members; and
- Safeguard and enhance the image and reputation of Corporate Counsel Association.

1.3 Individual Board member's Contributions

Each Board Member is expected to bring to the Board a combination of the following qualities:

- Keen legal mind;
- Specific industry/sector knowledge;
- Depth of experience/cross fertilisation;
- Willingness to ask 'hard questions';



- Willingness to do the 'hard work' that answering the 'hard questions' may require;
- Ability to listen, analyse, coalesce, relax;
- Leadership abilities;
- Good ideas and the capacity to implement them;
- 'Giving back' with energy and enthusiasm;
- Ability to champion and/or be *devil's advocate*;
- Creativity, pragmatism, and fresh thinking; and
- Ability to assist with Corporate Counsel Association initiatives, courses and events.

1.4 Board, Executive Group and Committee Meetings

The Board is required by the Corporate Counsel Association's Mol to meet at least four times a year and otherwise as is deemed necessary by the Chairperson or may be convened by any four members of the Board. The Mol governs the regulation of meetings and proceedings of the Board.

The Board meetings will be either online or in-person meetings. A proposed schedule of meeting dates for the coming year is provided to all Board members after the AGM. Board members should spend the time necessary and meet as frequently as necessary to properly discharge their duties.

Sub-committees of the Board will meet on such occasions as each sub-committee determines. Meeting procedures for sub-committees will be governed by the respective constituent documents.

To enable appropriate review of Board or sub-committee materials, Board members will be sent materials in advance of meetings either in paper form or electronically.

The Chairperson, CEO or appropriate sub-committee chair may from time to time invite a Corporate Counsel Association employee or advisor to attend a Board or sub-committee meeting if deemed appropriate.

Proceedings of all meetings will be minuted and signed by the chair of the relevant meeting. Minutes will be circulated to all Board members (and, in the case of sub-committees, to all sub-committee members who may not be Board members). The minutes will be approved at the subsequent meeting of the relevant body.



1.5 Agenda Items

The Secretariat, in conjunction with the CEO and President, will establish the agenda for each Board Meeting. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting (they will be dealt with under 'General').

1.6 Senior Management of the Corporate Counsel Association

The senior executive officers of the organisation are the CEO, the Chairperson and Vice-Chairperson of the Corporate Counsel Association.

1.7 Board member reimbursement

The Corporate Counsel Association does not provide remuneration to Board members. The CEO of the Corporate Counsel Association who also serves as a Board member will not receive any additional remuneration for serving as a Board member.

To the extent not reimbursed by a board member's employer, the Corporate Counsel Association will meet the cost of that Board member's various activities which are related to national Corporate Counsel Association business (such as Corporate Counsel Association related travel) and will provide reimbursement for out-of-pockets related to such activities. The rules relating to these reimbursements are set out in the constituent documents.

1.8 Board Member Orientation

The CEO is responsible for ensuring that each new Board member receives a full constituent document pack and is briefed on the activities of the Corporate Counsel Association Board and the role of staff in the Corporate Counsel Association's Secretariat.

1.9 CEO Evaluation

The Chairperson will conduct an annual review of the CEO's performance and report to the Board thereon.

1.10 Management Processes and Lines of Communication

The Board is ultimately responsible for the affairs of the Corporate Counsel Association. In months that the Board does not meet, the Executive Group will deal with matters in accordance with the arrangements set out in the constituent documents.



The Board delegates to the CEO responsibility for implementing the Board agreed strategy and for managing the day-to-day operations of the organisation in accordance with the Corporate Counsel Association's Strategic and Business Plans and Budgets. The CEO is, in turn, expected to delegate some powers to other employees of the organisation, depending upon the management decisions that the CEO has made about the day-to-day management of the organisation.

When a Board member seeks clarification regarding information or material provided to Board members, or is seeking information about the organisation generally, the Board member should ordinarily seek the information from the CEO. If the information sought is of a minor administrative or procedural nature and it can be provided by a member of the Corporate Counsel Association Secretariat, Board members can approach a staff member directly.

1.11 Conflicts of Interest

As outlined above, the Guiding Principles for the Board include an obligation to engage in responsible management, and in ethical behaviour, accordingly, the Board expects its members, both individually and collectively, to act ethically and in a manner consistent with the values of the Corporate Counsel Association.

2. BOARD STRUCTURE

2.1 Size of the Board

The Board can consist of between 10 and 20 members:

2.2 Chairperson and Vice-Chairperson

The Chairperson and Vice-Chairperson are elected by the Board from the existing Board members. In addition to any other roles, they fulfil the roles of Board chair and deputy chair respectively.

2.3 Role of the President

The Chairperson's role is to:

- Manage the Board and Executive Group effectively and provide leadership in formulating strategic direction;
- Foster a constructive governance culture and apply appropriate governance principles among Board members and with management;



- Make sure the Board is well informed and effective, and that the Board members, individually and as a group, have the opportunity to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation of the Board and the Association;
- Ensure there are processes and procedures in place to evaluate the performance of the Board, Executive Group and committees;
- Ensure effective communication with members of the Corporate Counsel Association;
- Act as the link between the Board and the CEO on a day-to-day basis.

3. EXECUTIVE GROUP AND COMMITTEES

3.1 Executive Group

The Executive Group of the Corporate Counsel Association consists of the Chairperson, Vice-Chairperson and CEO.

The Group meets on a monthly basis and deals with all Corporate Counsel Association related matters which come before it on behalf of the Board. It has a delegation from the Board to make binding decisions on behalf of the Board in relation to such matters, as set out in the constituent documents.

All matters on which a formal decision was made by the Executive Group will be reported to the Board at the next Board meeting. The Minutes of each Executive Group meeting will be presented to the Board at its next meeting for noting purposes.

3.2 Sub-Committees

The Mol provides that the Board may establish such sub-committees as it determines is needed.

These sub-committees are comprised of Board members, members and any other persons appointed by the Board. The chairs of such sub-committees will be appointed by the members of each sub-committee.

The current Board appointed standing committees are:

- Training, Marketing and Membership;
- Finance, Governance and Trust.



From time-to-time, the Board may also establish ad hoc or special purpose sub-committees to examine, or have the delegated authority to deal with, specific issues on behalf of the Board.

Corporate Counsel Association sub-committees are not Board committees, but the role or charter of each committee will be as determined by the Board.

Where appropriate, the sub-committees will make recommendations to the Board. Sub-committees may not take action or make decisions on behalf of the Board unless specifically mandated by prior Board authority to do so.

Each standing sub-committee shall formulate a written charter and shall undertake an annual review of its objectives and activities and provide a report on its activities for publication in Corporate Counsel Association's Annual Report.

4. OTHER BOARD MATTERS

Board Performance Evaluation

Each year, the Board will conduct a performance review of the Board as a whole, individual director views and the views of the CEO will be sought on Board process, efficiency and effectiveness, and discussed by the Board as a whole.

Board Independence from Management

The Board will meet once per annum without management present, for open discussion on any Corporate Counsel Association issue. Such a meeting can form part of an ordinary meeting of the Board.

Review of Charter

The Board will review this charter from time to time as required to ensure it remains consistent with the Board's objectives and responsibilities.