



## **TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS**

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### **1. RESPONSIBILITY**

- 1.1 The Board of Directors of the Corporate Counsel Association of South Africa NPC collectively accepts that it is responsible for the full and effective control over the Association and its ongoing sustainability.
- 1.2 The Board's primary function is to give strategic direction to the Association, and to ensure that management implements its plans, strategies and policies.
- 1.3 The Board accepts that the delegation of authority to any sub-committee or person does not relieve the Board of its responsibility, but in order to assist in its effective operations, the Board has delegated some authority to the respective sub-committees outlined below, while acknowledging that it remains accountable for these functions:
  - 1.3.1 CCASA Foundation Trust;
  - 1.3.2 Remuneration Committee;
  - 1.3.3 Marketing & Membership Committee; and
  - 1.3.4 Training Committee.
- 1.4 The directors may exercise all powers of the Association in accordance with the applicable legislation, regulations, its Memorandum of Incorporation, and internal policies and codes.
- 1.5 Each director is responsible for the effective leadership and management of the Association, which includes:-



- 1.5.1 to determine and evaluate the Association's purpose/s and values;
- 1.5.2 to determine and evaluate the strategy to achieve the Association's purpose/s;
- 1.5.3 to exercise leadership, integrity and judgement in directing the Association;
- 1.5.4 to ensure that procedures and practices are in place that protect the Association's assets and reputation;
- 1.5.5 to monitor and evaluate the implementation of strategies, policies, management performance criteria, and operational plans;
- 1.5.6 to ensure that the Association complies with all relevant laws, regulations and codes of best business practice;
- 1.5.7 to regularly assess the performance and effectiveness of the Board as a whole, as well as the individual directors, and the CEO.

## **2. GOVERNANCE & ETHICS**

- 2.1 The Board believes in a governance process that provides all stakeholders with the assurance that the Association is being managed ethically and in compliance with best practices.
- 2.2 The Board accepts, and is committed to the principles of good corporate governance advocated in the Companies Act, and the King Reports on Corporate Governance. Each director of the Association is expected to comply with the following duties at all times:-
  - 2.2.1 to exercise the fiduciary duties, and duties of care and skill, owed to the Association;
  - 2.2.2 to act in the best interests of the Association, and its members;
  - 2.2.3 to ensure that they have sufficient time to devote to their duties and responsibilities to the Association;
  - 2.2.4 to exercise the utmost good faith, honesty and integrity in all dealings with or on behalf of the Association;
  - 2.2.5 to act independently of any outside influence, or instruction, or sectoral interest;
  - 2.2.6 to ensure that they maintain an adequate understanding of the Association's operations and the effects of the economy, including the financial and social milieu within which the Association operates, so as to properly discharge their duties in the best interests of the Association and all its stakeholders;
  - 2.2.7 to disclose any potential conflicts of interest at the earliest possible opportunity;
  - 2.2.8 to treat confidential matters as strictly confidential, and not to disclose them to anyone without the authority of the Association;



- 2.2.9 to regularly attend all meetings (*directors are expected to attend at least 75% of all meetings during any year of office*), and to make a meaningful contribution to the direction of the Association;
- 2.2.10 to be prepared and able, where necessary, to express disagreement with colleagues on the Board, including the Chair, and the CEO.

### **3. RISK MANAGEMENT**

- 3.1 Risk Management is the process of identifying and evaluating actual and potential areas of risk that may affect the Association, and then implementing measures to proactively manage and mitigate these risks for the Association, which include:-
  - 3.1.1 Staff – Integrity, Management and Retention;
  - 3.1.2 Finances and Investments;
  - 3.1.3 Reputation;
  - 3.1.4 Compliance / Regulatory;
  - 3.1.5 Information Management.