

TERMS OF REFERENCE OF EXCO



DOCUMENT CONTROL

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1. Title

The name of the Committee shall be “Executive Committee of the National Board (EXCO)”.

2. Purpose

The EXCO is established in terms of Section (7.2) of the Constitution (2018) as amended of the South African Association of Public Administration and Management.

3. Delegation of Powers

3.1. Legislated Delegation

In terms of Section (7.2.1) of the Constitution, *the executive committee has the power to—*

- (a) ensure that the resolutions of the National Board are carried out;
- (b) consider any matter delegated to it by the National Board in terms of the Constitution of SAAPAM, and to advise the National Board in connection therewith;
- (c) prepare estimates of revenue and expenditure of the National Board;
- (d) control the expenditure of moneys voted by the National Board in its approved estimates and all other moneys or funds made available by the National Board;
- (e) exercise or perform any power, duty or function delegated to it by the National Board; and
- (f) report at every ordinary meeting of the National Board on the activities of the committee.

It is noted that (a) to (f) above are functions allocated to the EXCO by the SAAPAM Constitution. It must however be noted that the National Board, as the Accounting Authority, is empowered to consider all relevant steps to ensure good governance and adequate financial control. The need for the National Board not to involve itself in operational matters dictate that the functions (c) and (d) be performed by the SAAPAM administration office, as per the delegation of authority by the National Board and overseen by the Executive Director.

3.2. National Board Delegations

The National Board, in terms of Section (7.2.2) of the SAAPAM Constitution, delegates the following functions to EXCO –

- (a) Oversee Risk Governance with reference to:

- (i) The review of mitigating measures proposed by management to address identified performance shortfalls and other identified risks and monitor and assist management in its execution of mitigating measures and/or propose mitigating measures.
- (b) Make recommendations to the National Board on the above and inform the National Board of decisions finalised in terms of the Boards delegation.
- (c) Approval of the quarterly and annual reports after circulation to EXCO members for consideration and inputs.
- (d) Approval of the audited Financial Statements for sign off by the National Board Chairperson.
- (e) Monitor and guide the SAAPAM Stakeholder Management Strategy.

Regarding Finance Matters

- (i) Consider matters of financial strategy and policy (including procurement and SCM), risk management and insurance as they relate to the operation of the SAAPAM, in particular the optimum use of available and potential financial resources (including internal investment options and their rate of return);
- (ii) Consider and assess investment opportunities available to the SAAPAM in respect of all funds, which it administers, and determine the manner and extent to which funds are to be invested with a view to ensuring both security and optimisation of income;
- (iii) Review the annual financial statements of the SAAPAM in conjunction with external auditors, and make recommendations to the National Board;
- (iv) Receive and consider budget proposals from the Executive Director and recommend the annual operating and capital budgets to the National Board;
- (v) Monitor compliance with the internal policies in respect of matters relating to the SAAPAM Constitution;
- (vi) Review the adequacy of the working capital by comparing cash focus against the actual;
- (vii) Receive reports of fraud relating to fraud;
- (viii) Report on activities of EXCO at every ordinary meeting of the National Board;

- (ix) Establish an annual work plan to ensure that all relevant matters of EXCO's roles and responsibilities are covered; and
- (x) Take resolutions, make recommendations, receive information and consult as required by the Delegation of Authority (DoA).

4. Roles and Responsibilities

4.1. The Chairperson shall

- (1) The Chairperson of the National Board remains the standing member of EXCO
- (2) Steer and guide EXCO to ensure all its responsibilities are carried out
- (3) Prepare and present EXCO's quarterly written progress report to the National Board
- (4) In terms of Section (7.1.2) of the Constitution of SAAPAM convene "...a meeting as and when necessary, but at least four times per year.
 - (5) A special meeting of the executive committee—
 - (a) may, at any time, be convened by the chairperson; and
 - (b) must be convened by the chairperson if he or she is requested thereto in writing by a majority of the members of the executive committee"

4.2. The Exco Members shall

- (1) In terms of Section (7.2.3) of the SAAPAM Constitution, the President, Deputy President Executive Director, and not more than three other members will be elected by the National Board for a period of 4 years, members may be re-elected and alternate members to EXCO may be appointed;
- (2) Read documents and prepare beforehand for meetings;
- (3) Work together to reach consensus about the business before it as a collective group;
- (4) Attend all meetings and notify the secretariat in writing for non-attendance with a valid reason. The member shall be removed from the committee for non-attendance of 3 consecutive meetings; and
- (5) Subject to the approval of EXCO, any person who is not a member of EXCO may attend or take part by invitation to provide expert advice and assistance where necessary, but shall have no voting rights.

4.3. The Executive Management

- (1) The Executive Director is an ex officio member of EXCO, entrusted with the day-to-day oversight and leadership of the Association;
- (2) The Executive Director, and Secretariat shall attend all meetings of EXCO ; and
- (3) The Executive Director shall prepare and table all relevant progress reports from the various Committees.

5. Quorum and Decisions

In terms of Section 11 (1)-(3) of the SAAPAM Constitution –

- (1) The majority of the members of the National Board constitute a quorum at any meeting of the EXCO.
- (2) (a) A decision of the majority of the members of the National Board present at any meeting constitutes a decision of the National Board.

(b) In the event of an equality of votes the chairperson has a casting vote in addition to his or her deliberative vote.
- (3) If the requisite majority of the members who are entitled to sit as members at a meeting of the EXCO, make a decision or authorise an act at that meeting, the decision made or act performed under that authorization, is valid despite the fact that at that meeting a member who had become disqualified in terms of the Constitution but had not vacated his or her office, sat as a member.
- (4) The quorum for the meetings is based on the majority of the members of EXCO on the basis of 50% + 1. The quorum of members must be present before a meeting can proceed. In the event of an equal number of votes, the Chairperson has a casting vote in addition to his or her deliberative vote. Recommendations / Approvals may be taken by written vote as prescribed by the Constitution of SAAPAM.

6. Term of Office

Except for the Chairperson, other members of the EXCO will hold office for a period of four years. Members may be re-elected by the National Board. Members remain in office until the successor is elected.

Upon expiry of the term of office of an EXCO member, the vacancy must be filled by the National Board at its next ordinary meeting within 21 days. A vacancy occurs upon resignation or if a member ceases to be a member of the National Board. The member appointed serves for the unexpired portion of the term of office of his/her predecessor. Members of EXCO may be requested to remain members to ensure continuity, overlap, knowledge transfer and consistency.

At the appointment of a new National Board, EXCO will prepare a handover report to ensure continuity, consistency, overlap and knowledge transfer of matters dealt with and outstanding.

7. Role of Secretariat

- (1) The Secretariat will prepare the agenda and issue notices for meetings and circulate electronically all necessary documentation required for the meeting.
- (2) The agenda should ensure that all relevant matters are covered in line with the annual work plan of the EXCO.
- (3) The Secretariat shall keep appropriate records of all meetings of EXCO as well as minutes of the proceedings, all resolutions taken and electronic recordings of the meetings for an indefinite period.
- (4) The Secretariat shall distribute the minutes electronically to all EXCO members for comments and inputs.
- (5) Minutes of the EXCO signed by its Chairperson shall be sufficient evidence that the matters referred to therein have been fully discussed and agreed.

8. Work Plan

- (1) Secretariat will compile a work plan for approval at the first meeting of the financial year aligned with the terms of reference and deliverables of the year.
- (2) EXCO will evaluate progress and achievement of the work plan at the end of the financial year.

9. Performance Evaluation of Members

- (1) Evaluation of the Chairperson and EXCO members must be conducted internally on an annual basis and externally at least once during the term of office.
- (2) The assessment shall be conducted by questionnaire based on the work plan, delegations of power and annual deliverables.

10. Review of Terms of Reference

The terms of reference for EXCO will be reviewed annually to ensure applicability and relevance.