# BOARD NOMINATIONS COMMITTEE CHARTER

ISACA South Africa Chapter

## Contents

## 1. Introduction

The Nominations Committee (the Committee) is constituted as an independent committee of the board of directors of ISACA South Africa Chapter (the Chapter).

The duties and responsibilities of the members of the Committee are separate to those as members of the Chapter board (the board). The deliberations of the Committee do not reduce the individual and collective responsibilities of board members in regard to their fiduciary duties and responsibilities, and they must continue to exercise due care and judgement in accordance with their statutory obligations.

These terms of reference are subject to the provisions of the Companies Act, the Chapter's Memorandum of Incorporation (MOI), the Chapter Bylaws and any other applicable law or regulatory provision.

## 2. Purpose

The purpose of these terms of reference is to set out the Committee’s role and responsibilities with regard to the nomination and election of new directors.

The primary objective of the Committee is to ensure that selection of the board member nominees is fair, appropriate and that nominated members are suitable and fit to hold office, hereby ensuring the effectiveness of the board, sustainability of the chapter, and encouraging participation in the Chapter at board level.

## 3. Authority

3.1 The Committee acts in terms of the delegated authority of the board as recorded in these terms of reference. It has the power to investigate any activity within the scope of its terms of reference. This relates to investigating any act of misrepresentation of facts (e.g. in CVs of nominees) or suspected misconduct or fraudulent activity picked up during the nomination and/or election process.

3.2 The Committee, in the fulfilment of its duties, may call upon the chairmen of the other board committees, any of the directors, officers, staff or company secretary to provide it with information as deemed necessary and subject to board approval.

3.3 The Committee has reasonable access to the company’s records, facilities and any other resources necessary to discharge its duties and responsibilities.

3.4 The Committee may form, and delegate authority to an ad-hoc sub-committees or task team and may delegate authority to one or more designated members of the Committee for a specific purpose.

3.5 The Committee has the right to obtain independent outside professional advice to assist with the execution of its duties, at company’s cost, subject to board approval.

3.6 The Committee makes the recommendations to the board that it deems appropriate on any area within the ambit of its terms of reference where action or improvement is required.

## 4. Composition

4.1 The Committee comprises a minimum of three and a maximum of five members, three of whom are independent of the Chapter board of directors.

4.2 Members of this Committee and its chairman are approved by the Chapter board.

4.3 Members of this committee must be active Chapter members in good standing, preferably retired or past directors of the Chapter or ISACA international board.

4.4 As far as possible the Committee should have a balanced membership, representative of the demographics (particularly gender, race and members’ employer organisation) of the Chapter membership as well as those of the Republic of South Africa populace.

4.5 The members of the Committee as a whole must have sufficient qualifications and experience to fulfil their duties, as per clause 4.3 above.

## 5. Committee Term

5.1 In line with the Chapter Board elections term, the Committee shall serve for 24 months.

5.2 The Committee shall be constituted following the inauguration of the Chapter Board and be activated prior to the Chapter elections.

## 6. Secretary

6.1 An appointed secretary will act as the secretary of the committee.

6.2 The Chapter secretary or his/her delegated representative will not be a member of the committee and therefore will not have voting rights.

## 7. Role and Responsibilities

### Roles

7.1 The Committee does not assume the functions of management, which remain the responsibility of the executive directors where applicable, officers and other members of management.

7.2 The role of the Committee is to assist the board to ensure that: -

- the board has the appropriate composition for it to execute its duties effectively;
- directors are nominated and elected through a fair, formal and transparent process;
- elected chapter board members are suitable and fit to hold office

### Responsibilities

The Committee must perform all the functions necessary to fulfil its role as stated above and including the following:

7.3 Ensure the establishment of a formal process for the nomination and election of directors, including:

- nomination of suitable members of the board;
- performance of reference and background checks of candidates prior to nomination;
- formalise the nomination of directors through an agreement between the Chapter and the nominee;

7.4 The Chairman or a member of the committee should attend the Chapter annual general meeting (AGM) to:

- table and present a report of committee proceedings and answer questions from members;
- introduce the new board and board committee members where applicable;

7.5 Consider the performance of nominees and take necessary steps to exclude nominees who have not made an appropriate contribution as indicated through the performance management process.

## 8. Meetings

### Frequency

8.1 The Committee must hold sufficient scheduled meetings to discharge all its duties as set out in these terms of reference.

8.2 Meetings in addition to those scheduled may be held at the request of the Chapter board.

8.3 The chairman of the Committee may meet with the President, Vice President and/or the Chapter secretary prior to a Committee meeting to discuss important issues and agree on the agenda.

### Attendance

8.4 The assurance providers (e.g. Chapter external auditors), professional advisors (e.g. Chapter legal counsel) and board members may attend Committee meetings, but by invitation only and they may not vote.

8.5 Committee members must attend all scheduled meetings of the Committee, including meetings called on an ad-hoc basis for special matters, unless prior apology, with reasons, has been submitted to the chairman or company secretary.

8.6 If the nominated chairman of the Committee is absent from a meeting, the members present must elect one of the members present to act as chairman.

### Agenda and minutes

8.7 The Committee must establish a work plan to ensure that all relevant matters are covered by the agendas of the meetings. The plan must ensure proper coverage of the matters laid out in these terms of reference: the more critical matters will need to be attended to while other matters may be dealt with on an ad-hoc basis.

8.8 The number, timing and length of meetings, and the agendas are to be determined in accordance with the plan.
8.9 The committee chairman or secretary will circulate a detailed agenda, together with supporting documentation, at least one week prior to each meeting to the members of the Committee and other invitees.
8.10 Committee members must be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.
8.11 The committee secretary will complete the minutes as soon as possible after the meeting and circulate to the Committee chairman and members for review thereof. The minutes must be formally approved by the Committee at its next scheduled meeting.

### Quorum

8.12 A representative quorum for meetings is a majority of members present.
8.13 Individuals in attendance at Committee meetings by invitation may participate in discussions but do not form part of the quorum for Committee meetings.
8.14 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## 9. Termination of membership

9.1 The Chapter board, led by the Chapter President may terminate the membership of a member or members of the Committee should such member or members, in the Chapter board's opinion, by any acts or omissions be making it difficult for the Committee to function efficiently.
9.2 A committee member should give two months’ notice prior to resignation.
9.3 Any member, who is absent without leave of absence from two consecutive Committee meetings, may be removed from the Committee by the Chapter board, unless an acceptable excuse has been tabled and accepted by the Committee, at the Committee meeting following the second absence.

## 10. Evaluating Performance

9.4 The Chapter board must perform an annual evaluation of the effectiveness of the Committee and assess the achievement of the objectives and duties specified in the Charter.

## 11. Review of the Committee Charter

11.1 The Committee shall review the Charter annually and propose any required changes to the Chapter board.
11.2 The Charter will be approved or re-approved by the Chapter board with (if required) or without amendments.

## 12. Compensation

11.3 In line with the Willingness to serve signed by each Chapter board member, the Committee’s members will not be compensated for the committee work done.
11.4 External independent members of the Committee may be compensated for travel and telephone / internet expenses incurred in preparing and attending committee meetings

## 13. Approval of these terms of reference

These terms of reference were approved by the Chapter Board and the appointed chairman of the Committee as dated below and will be due for review twelve months from the date of approval.

## 14. Review

This Procedure shall be reviewed annually.

## 15. Amendment History

| Revision Number | Date | Author Name & Designation | Amendment comment |
|---|---|---|---|
| Draft | May 2017 | Secretary (Author) – Moses Segaetsho | This is a draft version of the document, open for discussion |
| Draft | 23 May 2017 | Vice President (Arlene Volmink) | • Contributions on sections 1 (Introduction), 2 (Purpose), 4 (Composition), 6 (Roles and responsibilities) and 7 (Meetings)<br>Recommended addition of new section 5 – Committee Secretary role. |
| Draft | 23 May 2017 | Communications and Marketing Director (Trish Jobraj) | Contribution on sections 5 (Roles and responsibilities) |
| Draft | 24 May 2017 | President (Tichaona Zororo) | • Review and contributions to section 5 (Roles and responsibilities) and 7 (Meetings)<br>Submitted HQ guidance on Nomination committee composition. |
| Final Draft | 11 June 2017 | | • Review and consolidation of all contributions as specified above.<br>Compile a final draft of these terms of reference. |
| Final Draft (Version 1.0) | 27 June 2017 | Vice President (Arlene Volmink) | • Added final contributions and changes in section 2 – Purpose (removed procedures and replaced with performance management); section 3 – Authority (added "as deemed necessary" to 3.2; section 6 –Roles (removed 6.1); added "and transparent" to 6.3.2; added "proceedings" to 6.3.6.1; section 10 – Approvals (removed the space for inserting date in 10.1) |
| Final Draft (Version 1.0) | 28 Nov 2017 | Nominations Committee Chairperson (Winston Hayden) | Propose changes to the following:<br>• Introduction: First sentence referring to Nominations committee as sub-committee: argued that it's not a sub-committee, but an independent body.<br>• Referring to first sentence of paragraph two of Introduction. He argued that the Nominations Committee does not assume responsibility of the board.<br>• Section 2- Purpose: He argues that Nominating Committee doesn't determine the composition ie the structure, positions and number of directors. *Change accepted*<br>• Section 2 – Purpose: He argues that Nominating committee can't take responsibility for board performance. *Change accepted*<br>• Section 2- Purpose: The Nomination Committee doesn't determine the composition ie the structure, positions and number of directors Nominations committee doesn't have influence in subcommittees. *Change accepted* |

| Revision Number | Date | Author Name & Designation | Amendment comment |
|---|---|---|---|
| | | | • Section 3 – Authority, Clause 3.1: He is not sure what needs to investigated. It's not an audit, ethics or governance committee. *Explanation provided to him and no change made.*<br>• Section 3 – Authority, Clause 3.4. He was unsure of a reference to a subcommittee. *Explanation given and the word rephrased to "ad-hoc sub-committee or task team" to give context and clarity.*<br>Section 6 – Roles and responsibilities – Clauses 6.2.3 and 6.2. He argues that The Nominations Committee is not responsible for roles captured in these clauses. *Reasons given for including these clauses and therefore no change made.* |
| | | Nominations Committee Chairperson (Winston Hayden) | Multiple changes |
| Rev. | 06 Feb 2020 | Pretoria Coordinator (Raymond Kene) | Comments made to:<br>• Sections: 4.2, 6.1, 7.2.6<br>• Comments on sections 14 & 15…. final approval date of this ToR by the ISACA Board ought to be indicated at the time of actual approval. |
| Final | 11 February 2020 | ISACA SA Chapter Board | Board approved |
| Rev. | 24 February 2022 | President (Arlene-Lynn Volmink) | • Formatting<br>• Updates to Secretary section |
| Final | 24 February 2022 | ISACA SA Chapter Board | Approved |
| Rev. | 18 January 2024 | President (Kenneth Palliam) | Updates to section 5, 5.2, 7.4, 15, 16 |

## 16. Approval

This policy document was approved by the ISACA SA Board of Directors on 8 February 2024.