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<b>Department:</b> Executive Committee	<b>Issue No:</b> 01
	<b>Effective date:</b> 2013

# BOTSWANA BUREAU OF STANDARDS




## Charter of the Standards Council

Approved by: \_\_\_\_\_

MBB Marobela

\_\_\_\_\_

Date of Approval(YYYYMM/DD)

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## **THE CHARTER OF THE STANDARDS COUNCIL**

### **1.0 INTERPRETATION**

#### **1.1 In this Charter:**

“Act” shall mean the Standards Act 1995 (No. 16 of 1995) as amended, or replaced, from time to time.

“BOBS” shall mean the Botswana Bureau of Standards as established in terms of Section 3 of the Act.

“Bureau” means the Botswana Bureau of Standards established by Section 3 of the Act.

“Minister” shall mean the Minister responsible to direct the affairs of BOBS.

“Council” shall mean the Standards Council of BOBS appointed by the Minister in accordance with the provisions of Section 4 of the Act.


“Chairperson” shall mean the person appointed by the Minister to Chair Standards Council meetings.

“Members” shall mean the Standards Council members appointed by the Minister.

“Managing Director” shall mean the person appointed by the Minister in terms of Section 6 of the Act.

“Deputy Managing Director” shall mean the person appointed by the Council in terms of Section 6 (2) of the Act.

“Senior Management” shall mean Departmental Heads.

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## **2.0 PURPOSE OF THE CHARTER**

2.1 This Charter has been approved by the Standards Council and reflects the relevant regulatory requirements and appropriate authoritative guidance.

2.2 The Charter sets out the role, composition and responsibilities of the Standards Council.

## **3.0 REVIEW AND PUBLICATION OF THE CHARTER**

3.1 This Charter shall remain valid until amended and Council shall review and assess the adequacy of the Charter every three years.

## **4.0 INCONSISTENCY WITH THE LAW**

4.1 Where there is any inconsistency between this Charter and the Standards Act (as amended from time to time), the Act shall prevail.

## **5.0 FUNCTIONS OF THE BOTSWANA BUREAU OF STANDARDS**

5.1 The functions of the Bureau are as stated in the Standards Act Section 3(2) (as amended from time to time).

## **6.0 STANDARDS COUNCIL GOVERNANCE PROCESS**

### **6.1 ROLE OF THE COUNCIL**

6.1.1 The Council is vested with the responsibility and is accountable to shareholders for managing the Bureau's activities and affairs. The Council delegates responsibility for day-to-day management of the Bureau to the Managing Director, but retains the responsibility to the shareholders for the overall strategy, governance and performance of the Bureau.


6.1.2 The Council shall not interfere with the day to day affairs or management of the Bureau.

### **6.2 DUTIES AND RESPONSIBILITIES OF THE COUNCIL**


6.2.1 The duties and responsibilities of the Council are:

6.2.2 Providing strategic direction to the Bureau by approving the strategy and associated performance objectives, monitoring developments and approving any variations thereto.

6.2.3 Approving corporate plans including recurrent expenditure and capital budget.

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- 6.2.4 Decision making in relation to significant acquisitions, disposals and internal structures.
- 6.2.5 Supervising the review and update of corporate governance practices as necessary to ensure best practice corporate governance in the Bureau.
- 6.2.6 Monitoring the Council's Committees and attending to matters referred to it by these Committees.
- 6.2.7 Approving the Council's delegation of authority to the Managing Director and Management.
- 6.2.8 Evaluating the conduct and performance of the Bureau including monitoring performance against strategic plans, annual plans and budgets.
- 6.2.9 Monitoring the progress of strategic initiatives, major capital expenditure programmes and projects.
- 6.2.10 Recommending appointment of the Managing Director.
- 6.2.11 Appointment of, and should it be necessary, the termination of employment of senior management.
- 6.2.12 Supervising the performance of the senior management team and approving management succession and development plans, remuneration policies and practices including performance based remuneration arrangements.
- 6.2.13 Monitoring the Bureau's financial position including the quantum, nature and term of its debt facilities and its ability to meet its debts as and when they fall due.
- 6.2.14 Approving the financial statements and accounting policies upon which the statements are based.
- 6.2.15 Appointing the Bureau's external auditors and monitoring internal audit activities to ensure the Bureau has appropriate risk management/regulatory compliance policies in place and monitoring the integrity of those policies.
- 6.3 AUTHORITY OF THE COUNCIL**
- 6.3.1 The Council may delegate matters with the necessary written authority to management. These matters should be monitored and evaluated on a regular basis.
- 6.3.2 The Council has unrestricted access to all Bureau information, records, documents and property.
- 6.3.3 Council Members may, as and when it deems necessary, take independent professional advice at the Bureau's expense through the Chairperson with prior-notice given to the Managing Director.
- 6.4 COUNCIL COMMITTEES**

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- 6.4.1 There shall be Council Committees.
- 6.4.2 Council Committees will observe the same rules of conduct and procedure as the Council unless the Council determines otherwise.
- 6.4.3 The Council shall have four standing committees, namely; the Finance, Risk and Audit Committee, Tenders and Procurement Committee, Human Resources and Remuneration Committee and Technical Advisory Committee and such other committees as deemed necessary (*Terms of Reference attached as Annexures 1- 4*).
- 6.4.4 The Council Chairperson shall not be a member of any Committee.
- 6.4.5 There shall be five (5) Council members in each Committee.
- 6.4.6 Each Committee shall have a Secretary.
- 6.4.7 Senior Management shall attend all Committee meetings.
- 6.4.8 The Committees shall consider and recommend relevant policies for Council approval.
- 6.4.9 The Committees shall deal with such other matters as assigned to them by Council.


## 6.5 THE COUNCIL'S RELATIONSHIP WITH SHAREHOLDERS

- 6.5.1 The Council shall recognize the interests of the shareholders and shall have regard to the interests of identified stakeholders including customers, staff, suppliers and the community in which the Bureau operates.
- 6.5.2 The Council will regularly evaluate economic, political, social and legal issues and any other relevant external matters that may influence or affect the development of the Bureau or the interests of the shareholders and, if thought appropriate, will take outside advice on these matters.

## 7.0 COMPOSITION OF THE COUNCIL

### 7.1 COUNCIL MEMBERSHIP

- 7.1.1 The Standards Council shall be established as per clause 4 (1) of the Act and shall consist of the following persons appointed by the Minister:
- a) A Chairman;

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- b) Not more than four persons who shall be public officers; and
- c) Not more than seven persons possessing knowledge of industrial or commercial standards, or other matters likely to be of assistance to the Bureau in the performance of its functions and duties under the Act.
- d) The Minister shall ensure that the Government, the parastatal sector, manufacturers and consumers are represented on the Council.

## 7.2 APPOINTMENT OF COUNCIL MEMBERS

7.2.1 The Council members, shall from time to time be appointed, removed and replaced by the line Minister, giving written notice to that effect to the Organization, but such that the total number of members shall not exceed twelve.

## 7.3 TERM OF OFFICE

7.3.1 A Member of the Council shall hold office for such period as the Minister may specify in his appointment, or if no period specified for a period of three years from the date of his appointment, and shall be eligible for re-appointment.

## 7.4 COUNCIL SECRETARY

7.4.1 The Managing Director of the Bureau shall be the Secretary of the Council.

## 7.5 CHAIRPERSON

### 7.5.1 APPOINTMENT


7.5.2 The Minister shall appoint the Chairperson who shall hold office for a period of three (3) years). The Chairperson may be re-appointed for a final three year term.

## 7.6 RESPONSIBILITIES

7.6.1 The responsibilities of the Chairperson are:

- a) Providing leadership to the Standards Council.
- b) Ensuring that the Council Committees have balanced skills from different disciplines.



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- c) Supervising and consulting with the Managing Director without engaging in the day to day running of the Organization to ensure that all relevant matters are addressed and properly prioritized.
- d) Striking the right balance in supporting the Managing Director while retaining an objective view of the management of the Organization.
- e) Ensuring that all members of the Council understand the organization's purpose and operate as an integrated team.
- f) Ensuring that all Members of the Council are fully informed of any issue on which a decision is to be made.
- g) Formally evaluating the performance of the Managing Director.
- h) Representing the Council to shareholders and other stakeholders.
- i) Ensuring that Council minutes properly reflect Council decisions.
- j) Supervising and maintaining a professional working relationship with the Managing Director.

## 7.7 VICE CHAIRPERSON

7.7.1 The Council shall elect one of its members as the Vice Chairperson of the Standards Council and such member shall hold such office for a period of one (1) year and may be re-elected for a further one year. In the absence of the Council Chairperson, the Vice Chairperson shall chair the meetings.

7.7.2 In the absence of both the Chairperson and Vice Chairperson the Council members present will elect a pro-tem Chairperson.


## 8.0 COUNCIL PROCEDURES

### 8.1 Agenda Setting Process


8.1.1 The agenda, as far as possible shall be sent to the members two weeks before the meeting.

8.1.2 The agenda for each meeting is proposed by the Managing Director and approved by the Chairperson to address the matters set out in the annual operating cycle for attention at a particular meeting.

### 8.2 Meetings

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- 8.2.1 Council meetings shall be held at least four times a year as determined annually in advance by the Council. All members will attend scheduled meetings.
- 8.2.2 The supporting papers for meetings will be sent out to Members at least seven (7) working days in advance of the meeting to allow Members to prepare themselves for the meeting. Late papers may be submitted with consent of the Chairperson or the Managing Director.
- 8.2.3 Members are required to be fully prepared for and make every reasonable effort to attend each meeting of the Council and the Committee of which they are a member.
- 8.2.4 Special meetings may be convened as required. Any member may through the Chairperson ask the Council Secretary to convene a special Council meeting.
- 8.2.5 Any member may approach the Chairperson and request that a particular item be added to the agenda for a meeting.
- 8.2.6 Senior Management shall attend Council meetings.
- 8.2.7 The Council may invite such other persons to its meetings or part thereof, as it deems necessary or appropriate.
- 8.3 **Quorum**
- 8.3.1 The quorum in a meeting will be half of Council Members. A quorum must be present at all times during the meeting.
- 8.4 **Minutes**
- 8.4.1 Minutes shall be prepared for each Council meeting.
- 8.4.2 The draft minutes of each Council meeting are to be reviewed by the Chairperson and circulated to all Members by the Council Secretary not later than ten (10) working days after the meeting but not later than the distribution date for the next Council meeting at which the minutes of the meetings are to be confirmed.
- 8.5 **Council Resolutions**
- 8.5.1 The principles in terms of 8.4.2 above will also apply to all “round robin” Council resolutions. Council “round robin” resolutions must be signed by at-least six Council Members.
- 8.6 **Declaration Of Interests**

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8.6.1 Members are required to take all reasonable steps to avoid actual, potential or perceived conflict of interest.

8.6.2 Members are required to disclose any conflict of interest in writing and abstain from participating in any discussion or voting on matters in which they have material personal interest.

8.6.3 It is expected that members will be sensitive to actual and perceived conflict of interest that may arise and it is something to which they are expected to give ongoing consideration in view of the dynamic and rapidly changing nature of the Bureau.

#### 8.7 **Access To Independent Professional Advice**

8.7.1 The Council has the authority to conduct or direct any investigations required to fulfil its responsibilities and has the ability to retain, at the Bureau's expense, such legal, accounting or other advisers, consultants or experts as it considers necessary from time to time in the performance of its duties.

8.7.2 Each Council Member has the right to seek independent professional advice at the Bureau's expense, subject to prior approval of the Chairperson. The advice shall generally be made available to all other members.

8.7.3 All Committees of the Council have access to independent professional advice on this basis.

#### 8.8 **Evaluating Council Performance**


8.8.1 The Council shall undertake an annual assessment of its performance and the performance of each of its Committees against its Charter and Terms of Reference of its Committees.

8.8.2 The Evaluation Systems to be used shall be decided upon by the Council and shall include self-assessment, peer evaluation as well as an evaluation by the shareholder.


8.8.3 The purpose of the evaluation shall be to determine whether the Council and its Committees have adequately discharged their responsibilities, the adequacy of the Council and the committee operations, decision making processes as well as the overall effectiveness of the Council and the Committees. Corrective measures shall be recommended to improve the individual performance of each Council Member including further specified training if necessary.

#### 9.0 **POSITION OF MANAGING DIRECTOR**

##### 9.1 **The Managing Director**


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- 9.1.1 The Managing Director is the Chief Executive Officer of the Bureau.
- 9.1.2 The Council authority conferred on management is delegated through the Managing Director.
- 9.1.3 All authority conferred on management is delegated through the Managing Director so that the authority and accountability of management is considered to be the authority and accountability of the Managing Director so far as the Council is concerned.
- 9.1.4 The Managing Director is responsible for the day-to-day management of the Bureau.
- 9.1.5 The Managing Director is responsible to the Council for the development and implementation of strategy and overall management and performance of the Bureau.
- 9.1.6 The Managing Director shall manage the Bureau in accordance with strategy, business plans and policies approved by the Council to achieve the goals and objectives included therein.
- 9.1.7 The Council will agree with the Managing Director specific goals and procedures, with a view to achieving the specific results directed towards the strategic goals of the Bureau.
- 9.1.8 Decisions of the Council acting as a body are binding on the Managing Director.
- 9.1.9 The Managing Director's performance shall be assessed in light of the achievement of agreed goals and objectives.
- 9.2 The Deputy Managing Director**
- 9.2.1 The Deputy Managing Director shall perform functions and carry out duties as the Managing Director may assign him.
- 9.2.2 In the absence, for any reason of the Managing Director, the Deputy Managing Director shall act as the Managing Director.
- 9.3 Accountability of The Managing Director To Council**
- 9.3.1 The Managing Director is accountable to the Council for the achievement of the strategic goals of the Bureau. The Managing Director is accountable for the observance of the Management limitations.
- 9.3.2 At each of the scheduled Council meetings, the Managing Director shall present to Council operational reports, proposals and such assurances as the Council considers necessary to confirm that the Management limitations are being observed.

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#### 9.4 **Managing Director's Authority**


- 9.4.1 The Managing Director is expected to act within all specific authorities delegated to the Managing Director by the Council.
- 9.4.2 The Managing Director shall ensure adherence to the Bureau's strategic goals in allocating the capital and other resources of the Bureau.
- 9.4.3 The Managing Director shall allow actions only after taking into account the health, safety, environmental and political consequences and their effect on long term impact on shareholders and stakeholders.
- 9.4.4 The Managing Director shall adequately maintain and protect the assets of the Bureau.
- 9.4.5 The Managing Director shall protect the employees of the Bureau from being subjected to treatment or conditions that are undignified, inequitable, unfair or unsafe; and
- 9.4.6 Shall not cause or permit any action that is likely to result in the Bureau becoming financially embarrassed.

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#### 11.0 SIGNING OF THE COUNCIL CHARTER

Signed on the occasion of approval of the Charter of the Standards Council on \_\_\_\_\_ (day) of \_\_\_\_\_ (month) and the (year) \_\_\_\_\_.

	NAME	POSITION	SIGNATURE	DATE
1	Mr Ezekiel R Thekiso	Chairperson		
2	Mr Parmod Chandna	Vice Chairperson		
3	Dr Musa Fanikiso	Member		
4	Mr Richard Harriman	Member		
5	Ms Mercia Bonzo Makgalemele	Member		
6	Dr Maitshwarelo I Matsheka	Member		
7	Mr Tsholofelo Molotsi	Member		
8	Mr Kabelo J Motswagole	Member		
9	Dr Khumo Seipone	Member		
10	Ms Peggy O Serame	Member		
11	Mr Mmoloki Tibe	Member		
12		Member		

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## ANNEXURES


Annexure 1: Finance, Risk and Audit Committee (FRAC)

Annexure 2: Tenders and Procurement Committee (TPC)

Annexure 3: Human Resources and Remuneration Committee (HRRC)

Annexure 4: Technical Advisory Committee (TAC)

Annexure 5: Delegated Authority to the Managing Director

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**ANNEXURE 1:**

**TERMS OF REFERENCE**

**FOR**

*FINANCE, RISK AND AUDIT COMMITTEE (FRAC)*



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## 1.0 Preamble


- 1.1 Section 4 Subsection 3 of the Standards Act 1995 empowers the Standards Council (herein referred to as “Council”) to appoint Committees or Sub-Committees consisting of such members as it considers appropriate, from amongst members of the Council and may delegate to such Committees or Sub-Committees any of its functions or duties under the Act, subject to such conditions as it may specify.
- 1.2 Council may request non Council members to provide expertise to any Committee for such period as the Council may determine.
- 1.3 Members appointed to any Committee of the Council shall hold office for such period as the Council may determine.
- 1.4 The Council Chairperson shall not be eligible to be appointed as member of any Council Committee.
- 1.5 Subject to specific and general direction of the Council, a Committee may regulate its procedures.
- The Council having delegated such functions shall remain responsible for the actions of the Committees so constituted.

## 2.0 Objectives


- 2.1 The Finance, Risk and Audit Committee (FRAC) shall:
- i) Provide an oversight role over all BOBS financial resources, infrastructure and compensation matters.
  - ii) Make recommendations to the Council regarding the appointment and dismissal of External Auditors.
  - iii) Develop and ensure the implementation of comprehensive finance policies and strategies which will ensure that BOBS remains a going concern at all times.

## 3.0 Composition

- 3.1 The Standards Council shall establish a Finance, Risk and Audit Committee (herein referred to as the Committee) of BOBS.
- 3.2 The Committee shall be constituted of five (5) members from members of the Council. Such members shall be appointed from time to time, and one of whom must be financially literate.


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- 3.3 The Committee shall appoint one of its own members as its Chairperson for a period consistent with his term of office or as the Council may direct. The retiring Chairperson can be re-elected for a further final term.
- 3.4 The quorum for the FRAC shall be three (3) of membership. The decisions of the FRAC shall be binding to any member(s) regardless of their presence at the meeting.
- 3.5 The Director Corporate Services shall be the secretary of the Committee.
- 3.6 Members shall be appointed for terms of office consistent with their terms of office on the Standards Council or as the Council may otherwise direct.
- 4.0 **Duties and responsibilities**
- 4.1 The Committee shall deliberate and recommend to the Standards Council for approval the following;
- i) The Annual Budget Proposals of the Botswana Bureau of Standards.
  - ii) The Annual Audited Financial Statements.
  - iii) Establishment of a sound system of Internal Controls.
  - iv) All projects that require additional funds outside the approved budget for the applicable Financial Year.
  - v) Appointment, discharge, assessment of performance and independence of the external auditors.
  - vi) Risk Management Policies.
  - vii) Effectiveness of the system of internal controls.
  - viii) Information Technology systems, policies, security and controls.
  - ix) All expenditure that requires the use of internally generated revenue unless approved as part of the annual budget.
  - x) Such other matters as assigned to it by Council.
- 5.0 **Monitor Compliance with legislation and Corporate Governance**

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5.1 The Committee shall take adequate steps to:

- i) Ensure that the Bureau adheres to Corporate Governance Standards and Principles.
- ii) Ensure compliance with relevant statutes and generally accepted accounting principles.
- iii) Ensure that the systems of internal controls are effective in managing the risks confronting the Bureau at any given time.

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## 6.0 MEETINGS

### 6.1 Frequency

- 6.1.1 The Committee shall meet quarterly or as deemed necessary.
- 6.1.2 Notice of each meeting confirming the venue, time, date, including a draft agenda and other relevant documentation, shall be communicated to members no less than five working days prior to the date of the meeting.

### 6.2 Quorum

- 6.2.1 The quorum for decisions of the Committee shall be any three members present throughout meetings.
- 6.2.2 The Committee shall seek to make decisions on the basis of consensus at all times, however, should this not be achieved, the decision shall be taken by a single majority vote of the Committee members present throughout the meeting.
- 6.2.3 A decision taken by the Committee or an act under the authority of such a decision shall not be invalid merely by reason of a vacancy in the Committee.


### 6.3 Proceedings

- 6.3.1 Rules and procedures governing meetings and proceedings of the Standards Council will govern meetings of the Committee.
- 6.3.2 The Secretary shall keep records of all meetings of the Committee as well as all decisions/resolutions made and may also be submitted to Council as and when required.
- 6.3.3 Draft Minutes of all meetings shall be circulated to all members of the Committee ten (10) working days after the meeting, and shall be confirmed and approved at its next meeting.
- 6.3.4 The Committee may where appropriate, take decisions by written "Round Robin" particularly for urgent business that requires the Committee's immediate attention and resolution. The round robin decisions shall be presented to the Committee for ratification at its next scheduled meeting.

## 7.0 Authority

### 7.1 The Committee is authorized by the Council to:

- i) Investigate any activity within its Terms of Reference.

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	<b>Title:</b> BOBS Charter of the Standards Council
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	<b>Effective date:</b> 2013

- ii) Seek any information that it requires from any employee of BOBS and all employees shall comply with any request made by the Committee. Except that the Managing Director shall be informed of such communication.
- iii) Obtain legal or independent professional advice, at BOBS' expense, and secure the attendance of experts if considered necessary.

**8.0 Reporting**

8.1 The Chairperson of the Committee shall account to the Standards Council for the Committee's activities and make recommendations to the Standards Council concerning any matters arising from its responsibilities.

**9.0 General**


9.1 The Terms of Reference shall be reviewed every three (3) years and shall be amended as necessary subject to the approval of Council.

**SIGNATURE:** \_\_\_\_\_  
**CHAIRPERSON**

**SIGNATURE:** \_\_\_\_\_  
**SECRETARY**

**Date:** \_\_\_\_\_

**Date:** \_\_\_\_\_


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	<b>Title:</b> BOBS Charter of the Standards Council
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<b>Department:</b> Executive Committee	<b>Issue No:</b> 01
	<b>Effective date:</b> 2013

**ANNEXURE 2**

**TERMS OF REFERENCE**

**FOR**

*THE TENDERS AND PROCUREMENT COMMITTEE (TPC)*

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	<b>Document type:</b> Policy
	<b>Title:</b> BOBS Charter of the Standards Council
<b>Function:</b> Executive Committee	<b>Document No:</b> BOBS/EC/EC/Policy No. 01
<b>Department:</b> Executive Committee	<b>Issue No:</b> 01
	<b>Effective date:</b> 2013

## 1.0 Preamble


- 1.2 Section 4 Subsection 3 of the Standards Act 1995 empowers the Standards Council (herein referred to as “Council”) to appoint Committees or Sub-Committees consisting of such members as it considers appropriate, from amongst members of the Council and may delegate to such Committees or Sub-Committees any of its functions or duties under the Act, subject to such conditions as it may specify.
- 1.3 Council may request non Council members to provide expertise to any Committee for such period as the Council may determine.
- 1.4 Members appointed to any Committee of the Council shall hold office for such period as the Council may determine.
- 1.5 The Council Chairperson shall not be eligible to be appointed as member of any Council Committee.
- 1.6 Subject to specific and general direction of the Council, a Committee may regulate its procedures.
- The Council having delegated such functions shall remain responsible for the actions of the Committees so constituted.

## 2.0 Objectives

- 2.1 The Tenders and Procurement Committee shall:
- i) Provide an oversight role over all BOBS’ procurement matters.
  - ii) Make recommendations to the Council regarding the award of tenders.
  - iii) Develop and ensure the implementation of comprehensive tender policies and strategies which will ensure that BOBS’ procurement processes remain transparent at all times.

## 3.0 Composition

- 3.1 The Standards Council shall establish a Tenders and Procurement Committee (herein referred to as the Committee) of BOBS.
- 3.2 The Committee shall be constituted of five (5) members from members of the Council. Such members shall be appointed from time to time, and one of whom must be procurement and supply chain management literate.

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3.3 The Committee shall appoint one of its own members as its Chairperson for a period consistent with their term of office or as the Standards Council may direct. The retiring Chairperson can be re-elected for another final term.

3.4 The quorum for the TPC shall be three (3) of membership. The decisions of the TPC shall be binding to any member(s) regardless of their presence at the meeting.

3.5 The Director Corporate Services shall be the secretary of the Committee.

3.6 Members shall be appointed for terms of office consistent with their terms of office on the Standards Council or as the Council may otherwise direct.

#### **4.0 Duties and responsibilities**

4.1 The Committee shall deliberate and recommend to the Standards Council for approval the following:

- i) The award of tenders as outlined in the Tenders and Procurement policy.
- ii) Establishment of a sound and effective system of Internal Controls.
- iii) Effectiveness of the system of internal controls.
- iv) All matters of governance including compliance with applicable statutes and regulations.
- v) Such other matters as may be assigned to it by Council.

#### **5.0 Monitor Compliance with legislation and Corporate Governance**


5.1 The Committee shall take adequate steps to:

- i) Ensure that the Bureau adherers to Corporate Governance Standards and Principles.
- ii) Ensure compliance with relevant statutes and generally accepted procurement principles.
- iii) Ensure that the systems of internal controls are effective in managing the risks confronting the Bureau at any given time.

#### **6.0 Meetings Frequency**

6.1.1 The Committee shall meet quarterly or as deemed necessary.



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6.1.2 Notice of each meeting confirming the venue, time, date and including a draft agenda and other relevant documentation, shall be communicated to members no less than five (5) working days prior to the date of the meeting.

## **6.2 Quorum**

6.2.1 The quorum for decisions of the Committee shall be any three members present throughout meetings.

6.2.2 The Committee shall seek to make decisions on the basis of consensus at all times, however, should this not be achieved, the decision shall be taken by a single majority vote of the Committee members present throughout the meeting.

6.2.3 A decision taken by the Committee or an act under the authority of such a decision shall not be invalid merely by reason of a vacancy in the Committee.

## **6.3 Proceedings**

6.3.1 Rules and procedures governing meetings and proceedings of the Standards Council will govern meetings of the Committee.

6.3.2 The Secretary shall keep records of all meetings of the Committee as well as all decisions/resolutions made and may also be submitted to Council as and when required.

6.3.3 Draft Minutes of all meetings shall be circulated to all members of the Committee ten (10) working days after the meeting, and shall be confirmed and approved at its next meeting.


6.3.4 The Committee may where appropriate, take decisions by written "Round Robin" particularly for urgent business that requires the Committee's immediate attention and resolution. The round robin decisions shall be presented to the Committee for ratification at its next scheduled meeting.

## **7.0 Authority**

7.1 The Committee is authorized by the Council to:

- i) Investigate any activity within its Terms of Reference.
- ii) Seek any information that it requires from any employee of BOBS and all employees shall comply with any request made by the Committee.

Except that the Managing Director shall be informed of such communication.

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iii) Obtain legal or independent professional advice, at BOBS' expense, and secure the attendance of experts if considered necessary.

## 8.0 Reporting

8.1 The Chairperson of the Committee shall account to the Standards Council for the Committee's activities and make recommendations to the Standards Council concerning any matters arising from its responsibilities.

## 9.0 General

9.1 The Terms of Reference shall be reviewed every three (3) years and shall be amended as necessary subject to the approval of the Council.

**SIGNATURE:** \_\_\_\_\_  
**CHAIRPERSON**

**SIGNATURE:** \_\_\_\_\_  
**SECRETARY**

**Date:** \_\_\_\_\_

**Date:** \_\_\_\_\_

## ANNEXURE 3

### TERMS OF REFERENCE

### FOR

*HUMAN RESOURCES AND REMUNERATION COMMITTEE (HRRC)*



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**Document type:** Policy

**Title:** BOBS Charter of the Standards Council


**Function:** Executive Committee

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<b>Department:</b> Executive Committee	<b>Issue No:</b> 01
	<b>Effective date:</b> 2013

## 1.0 Preamble


- 1.1 Section 4 Subsection 3 of the Standards Act 1995 empowers the Standards Council (herein referred to as “Council”) to appoint Committees or Sub-Committees consisting of such members as it considers appropriate, from amongst members of the Council and may delegate to such Committees or Sub-Committees any of its functions or duties under the Act, subject to such conditions as it may specify.
- 1.2 Members appointed to any Committee of the Council shall hold office for such period as the Council may determine.
- 1.3 The Council Chairperson shall not be eligible to be appointed as member of any Council Committee.
- 1.4 Subject to specific and general direction of the Council, a Committee may regulate its procedures.
- 1.5 The Council having delegated such functions shall remain responsible for the actions of the Committees so constituted.

## 2.0 Objectives


- 2.1 The Human Resources and Remuneration Committee (HRRC) shall:
- i) Provide an oversight role over all BOBS’ human resource, remuneration and compensation matters.
  - ii) Make recommendations to the Council regarding the appointment and dismissal of senior Management.
  - iii) Develop and ensure the implementation of comprehensive human resources policies and strategies which will ensure that BOBS is able to attract, develop and retain required skills.
  - iv) Ensure that BOBS keeps abreast of developments in the labour market and that the Bureau adopts suitable best practices in human capital management.

## 3.0 Composition

- 3.1 The Council shall establish a Human Resources and Remuneration Committee (herein referred to as the “Committee”) of BOBS.
- 3.2 The Committee shall be constituted of five (5) members of the Council.

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	<b>Effective date:</b> 2013

- 3.3 The Committee shall appoint one of its members as its Chairperson for a period consistent with his term of office as a member of the Council or as the Council may direct. The retiring Chairperson can be re-elected for a further final term.
- 3.4 The Director Corporate Services shall be the Secretary of the Committee.
- 3.5 The quorum for the HRRC shall be three (3) of membership. The decisions of the HRCC shall be binding to any member(s) regardless of their presence at the meeting.

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#### **4 Duties and responsibilities**


4.4 The Committee shall deliberate and recommend to the Council for approval of the following;

- i) The organizational Structure of the Bureau.
- ii) Establishment and administration of the remuneration and compensation policies for BOBS' employees.
- iii) Human Resources policies and BOBS' Terms and Conditions of Service.
- iv) The recruitment of the Managing Director, except that the Council Chairperson shall preside over the Committee.
- v) Recruitment and appointment of the Deputy Managing Director.
- vi) The implementation of succession plans in respect of the BOBS Managing Director, Deputy Managing Director and Directors.
- vii) The BOBS Human Resources Strategy.
- viii) The Performance Management and Reward Systems.
- ix) For purposes of performance assessment, the Chairperson shall assess the Managing Director's performance contract, and the review of the assessment shall be performed by the Standards Council Vice Chairperson.
- x) For purposes of performance assessment, the Managing Director shall assess the Deputy Managing Director and Directors' performance contracts, while the review of the assessments shall be performed by the Council Vice Chairperson.
- xi) Such other matters as may be assigned to it by Council.

#### **5.0 Compliance with legislation and Corporate Governance**

5.1 The Committee shall take adequate steps to:

- i) Ensure that the Bureau adheres to Corporate Governance standards and principles.
- ii) Ensure that decisions in respect of human resources policies, terms and conditions of service including remuneration, compensation and benefits comply with relevant statutes and legislation.

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## 6.0 Meetings

### 6.1 Chairing of Meetings

- i) The Chairperson shall preside over all the meetings of the Committee.
- ii) In the absence of the Chairperson, the Committee shall nominate one of its members to preside over the meeting.

### 6.2 Frequency


- i) The Committee shall meet quarterly or as deemed necessary.
- ii) Notice of each meeting confirming the venue, time, date, including a draft agenda and other relevant documentation, shall be communicated to members no less than five (5) working days prior to the date of the meeting.

### 6.3 Quorum

- i) The quorum for decisions of the Committee shall be any three (3) members present throughout meetings.
- ii) The Committee shall seek to make decisions on the basis of consensus at all times, however, should this not be achieved, the decision shall be taken by a single majority vote of the Committee members present throughout the meeting.
- iii) A decision taken by the Committee or an act under the authority of such a decision shall not be invalid merely by reason of a vacancy in the Committee.

### 6.4 Proceedings

- i) Rules and procedures governing meetings and proceedings of the Council will govern meetings of the Committee.
- ii) The Secretary shall keep records of all meetings of the Committee as well as all decisions/resolutions made and may also be submitted to Council as and when required.
- iii) Draft Minutes of all meetings shall be circulated to all members of the Committee ten (10) working days after the meeting, and shall be confirmed and approved at its next meeting.

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- iv) The Committee may, where appropriate, take decisions by written “Round Robin” particularly for urgent business that requires the Committee’s immediate attention and resolution. The round robin decisions shall be presented to the Committee for ratification at its next scheduled meeting.

## 7.0 Authority

7.1 The Committee is authorized by the Council to:

- i) Investigate any activity within its Terms of Reference.
- ii) Seek any information that it requires from any employee of BOBS and all employees and shall comply with any request made by the Committee.

Except that, the Managing Director shall be informed of such communication.

- iii) Obtain legal or independent professional advice, at BOBS’ expense, and secure the attendance of experts if considered necessary.

## 8.0 Reporting

8.1 The Chairperson of the Committee shall account to the Council for the Committee’s activities and make recommendations to the Council concerning any matters arising from its responsibilities.

## 9.0 General

9.1 The Terms of Reference shall be reviewed every three (3) years and shall be amended as necessary subject to the approval of the Council.

**SIGNATURE:** \_\_\_\_\_  
**CHAIRPERSON**

**SIGNATURE:** \_\_\_\_\_  
**SECRETARY**

**Date:** \_\_\_\_\_

**Date:** \_\_\_\_\_





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**Department:** Executive Committee


**Issue No:** 01

**Effective date:** 2013

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	<b>Effective date:</b> 2013

**ANNEXURE 4**

**TERMS OF REFERENCE**  
**FOR**  
*THE TECHNICAL ADVISORY COMMITTEE (TAC)*

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	<b>Document type:</b> Policy
	<b>Title:</b> BOBS Charter of the Standards Council
<b>Function:</b> Executive Committee	<b>Document No:</b> BOBS/EC/EC/Policy No. 01
<b>Department:</b> Executive Committee	<b>Issue No:</b> 01
	<b>Effective date:</b> 2013

## 1.0 Preamble


- 1.1 Section 4 Subsection 3 of the Standards Act 1995 empowers the Standards Council (herein referred to as “Council”) to appoint Committees or Sub-Committees consisting of such members as it considers appropriate, from amongst members of the Council and may delegate to such Committees or Sub-Committees any of its functions or duties under the Act, subject to such conditions as it may specify.
- 1.2 Council may request non Council members to provide expertise to any Committee for such for such period as the Council may determine.
- 1.3 Members appointed to any Committee of the Council shall hold office for such period as the Council may determine.
- 1.4 The Council Chairperson shall not be eligible to be appointed as member of any Council Committee.
- 1.5 Subject to specific and general direction of the Council, a Committee may regulate its procedures.
- 1.6 The Council having delegated such functions shall remain responsible for the actions of the Committees so constituted.

## 2.0 Objectives

- 2.1 The Technical Advisory Committee shall:
- i) Provide an oversight role over BOBS’ technical matters.
  - ii) Make recommendations to the Council regarding any policies and proposals that are meant to facilitate technical work.

## 3.0 Composition

- 3.1 The Council shall establish a Technical Advisory Committee (herein referred to as the “Committee”) of BOBS which shall consist of up to five (5) members.
- 3.2 The Committee shall appoint one of its members as the Chairperson for a period consistent with his term of office as a member of the Council or as the Council may direct. The retiring Chairperson can be re-elected for a further final term.
- 3.3 Committee members shall be appointed for a period consistent with their term of office on the Council.

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3.4 The Director Standards shall be the Secretary of the Committee.

#### **4.0 Duties and responsibilities**

4.1 The Committee shall:

- i) Approve finalised draft standards and any other documents as delegated by the Council.
- ii) Ensure implementation of policies applicable to technical work.
- iii) Consider quarterly progress reports on technical work tabled by Management for recommendation to the Council.
- iv) Any such matters as may be assigned by the Council.

#### **5.0 Compliance with legislation and Corporate Governance**

5.1 The Committee shall take adequate steps to:

- i) Ensure that the Bureau adheres to Corporate Governance standards and principles in terms of its technical work.
- ii) Ensure that the technical work of the Bureau complies with relevant statutes and legislation.

#### **6.0 Meetings**


##### **6.1 Chairing of Meetings**

- i) The Chairperson shall preside over all the meetings of the Committee.
- ii) In the absence of the Chairperson, the Committee shall nominate one of its members to preside over the meeting.

##### **6.2 Frequency**

- i) The Committee shall meet quarterly or as deemed necessary.
- ii) Notice of each meeting confirming the venue, time, date, including a draft agenda and other relevant documentation, shall be communicated to members no less than five (5) working days prior to the date of the meeting.

##### **6.3 Quorum**

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- i) The quorum for decisions of the Committee shall be any three (3) members present throughout meetings.
- ii) The Committee shall seek to make decisions on the basis of consensus at all times, however, should this not be achieved, the decision shall be taken by a single majority vote of the Committee members present throughout the meeting.
- iii) A decision taken by the Committee or an act under the authority of such a decision shall not be invalid merely by reason of a vacancy in the Committee.


#### 6.4 **Proceedings**

- i) Rules and procedures governing meetings and proceedings of the Council will govern meetings of the Committee.
- ii) The Secretary shall keep records of all meetings of the Committee as well as all decisions/resolutions made and may also be submitted to Council as and when required.
- iii) Draft minutes of all meetings shall be circulated to all members of the Committee ten (10) working days after the meeting, and shall be confirmed and approved at its next meeting.
- iv) The Committee may, where appropriate, take decisions by written “Round Robin” particularly for urgent business that requires the Committee’s immediate attention and resolution. The round robin decisions shall be presented to the Committee for ratification at its next scheduled meeting.
- v) Decisions of the Committee shall be by consensus.
- vi) Where consensus is not reached, each member shall have one vote. In case of equality of votes, the Chairperson shall have a deciding vote.
- vii) There shall be no vote by proxy at any meeting.

#### 7.0 **Authority**

7.1 The Committee is authorized by the Council to:

- i) Investigate any activity within its Terms of Reference.
- ii) Seek any information that it requires from any employee of BOBS and all employees shall comply with any request made by the Council Committee.

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	<b>Effective date:</b> 2013

Except that, the Managing Director shall be informed of such communication.

iii) Obtain legal or independent professional advice, at BOBS' expense, and secure the attendance of experts if considered necessary.

## 8.0 Reporting

8.1 The Chairperson of the Committee shall account to the Council for the Committee's activities and make recommendations to the Council concerning any matters arising from its responsibilities.

## 9.0 General


9.1 The Terms of Reference shall be reviewed every three (3) years and shall be amended as necessary subject to the approval of the Council.

**SIGNATURE:** \_\_\_\_\_  
**CHAIRPERSON**

**SIGNATURE:** \_\_\_\_\_  
**SECRETARY**

**Date:** \_\_\_\_\_

**Date:** \_\_\_\_\_


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	<b>Effective date:</b> 2013

**ANNEXURE 5:**

**DELEGATED AUTHORITY TO**

**THE**

**MANAGING DIRECTOR**

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## 1.0 Delegated Authority

1.1 The Managing Director is delegated by the Standards Council to:

- a) Review and implement the administrative structure to ensure successful implementation of the strategy.
- b) Review and re-assign, within the approved limits of manpower ceilings, posts to optimize resources in pursuit of successful implementation of the strategy.
- c) Determine dates on which BOBS shall close for Business during the Christmas festive Season and effect these in accordance with the General Conditions of Service (GCoS).
- d) Re-assign funds, within the budget ceiling, to finance activities deemed necessary to implement the approved budget.
- e) Review and determine from time to time procurement authority limits for Directors.
- f) Assign authority limit for Managers.