

**INSTITUTE OF
DIRECTORS
SOUTH AFRICA**

GOVERNANCE REPORT

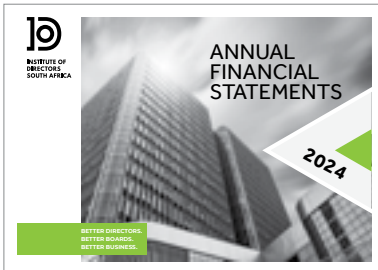
2024

**BETTER DIRECTORS.
BETTER BOARDS.
BETTER BUSINESS.**



Governance Report

- > An explanation of our application of good governance
- > Prepared in accordance with the *King IV Report on Corporate Governance® for South Africa 2016* (King IV)



Annual Financial Statements

- > Statements of financial performance and position
- > Prepared in accordance with IFRS for SMEs



Integrated Report

- > Primary communication to stakeholders on our process of value-creation, preservation or erosion over the short, medium and long-term
- > Prepared in accordance with the *International <IR> Framework (2021)*

General icons used in this report



Represents further information available online at www.iodsa.co.za



Refers to **Governance aspiration/King IV Principle**



Indicates the **Board Committee delegated** with oversight of the area



Refers to future **focus areas**

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INTRODUCTION

The Institute of Directors in South Africa (IoDSA), as the owner of the King Reports, continuously strives to uphold the values and principles enshrined in the King IV Report on Corporate Governance™ for South Africa 2016 (King IV).

The IoDSA sees governance as a critical component of value creation, promoting strategic decision-making that balances short, medium and long-term outcomes to reconcile the interests of the organisation, its stakeholders and society. The IoDSA's approach to governance extends beyond compliance.

This Governance Report outlines the corporate governance practices implemented by the IoDSA, in accordance with the King IV recommended disclosures.

EXECUTIVE SUMMARY

The Board of Directors ("the Board"), as the governing body of the IoDSA, is committed to the principles of good governance.

The Board is satisfied with the application of corporate governance, given the nature and size of the IoDSA. As a consequence of the practices implemented, the Board exhibits ethical and effective leadership, therefore ensuring that the organisation has achieved the governance outcomes in King IV, namely ethical culture, good performance, effective control and legitimacy.

See the IoDSA 2024 **Integrated Report** (Section: Governance)  for detail on the Board's focus areas for 2024.



PRINCIPLE 1



SOCIAL AND ETHICS
COMMITTEE

Exception declaration

All practices in relation to **Principle 1** have been implemented.

The governing
body should
lead ethically
and effectively.

Narrative

Board members are held accountable for ethical and effective leadership through the following policies, codes and practices:

- > **Board Charter and Board Committee Terms of Reference** which set out the roles and responsibilities of the Board and each Committee.
- > **Declaration of Interests Policy** which requires Board members to submit a formal declaration of any interests annually and to update their declaration whenever there are significant changes. In addition, Board members are required, at the beginning of every Board or Committee meeting, to declare whether or not they have any conflict of interest in respect to a matter on the agenda. As such "Declaration of interests" is a standing agenda item at every Board and Committee meeting.
- > **Board Member Code of Conduct**, which is signed by each Board member, covers the standard of conduct expected of members. The Code of Conduct is covered in both the Board induction and NED Appointment letter.
- > **Board Continuous Professional Development (CPD) Policy** which requires Board members to submit an annual declaration confirming adherence to the policy. In addition, Board training is conducted as and when required and all Board members are encouraged to undertake an IoDSA designation and attend IoDSA courses at no charge.
- > **Board induction** is provided to new Board members, which aims to provide new Board members with sufficient knowledge of the business.
- > **Stakeholder Engagement Framework** is reported on and reviewed annually. See IoDSA 2024 **Integrated Report**  (Section: Stakeholder Relationships) for more detail.
- > The Board applies a stakeholder-inclusive approach to decision making as well as six capitals and integrating thinking approach to reporting.
- > The Nominations Committee annually reviews the skills on the Board and considers skills gaps when short-listing potential candidates for the Board.
- > Board performance evaluations are conducted annually.
- > Continuous monitoring of Board member attendance at meetings. See Principle 6 below, the IoDSA 2024 **Integrated Report** (Section: Governance) and the  relevant Board Committee Annexures below for attendance stats. The Board Chair and CEO address attendance concerns with relevant Board members.
- > The Chair is responsible to address Board members who do not exhibit the values or conduct expected of a Board member.
- > Board members attend the IoDSA AGM and are available to address questions raised by IoDSA members.
- > Board members interrogate information presented in reports through questions, requests for further information and/or clarity where required.
- > Board members ensure discussions and decisions focus on the best interests of the organisation.

PRINCIPLE 2



SOCIAL AND ETHICS
COMMITTEE

Exception declaration

All practices in relation to **Principle 2** have been implemented.

The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.

Narrative

Organisational ethics is governed, managed and monitored through the following policies, codes and practices:

- > **Ethics Policy**, which is applicable to both internal and external stakeholders. 
- > **IoDSA Values**
- > **Employee Code of Conduct**
- > **Facilitator Code of Conduct**
- > **Procurement Policy**, which provides ethical procurement parameters, requirements and employee declaration of interests.
- > **IoDSA Member Code of Professional Conduct**,  which all members are required to accept and confirm adherence to.
- > **Member Disciplinary Regulations**, which governs the process should members contravene the Member Code of Professional Conduct. Independent disciplinary panels are constituted for IoDSA Member disciplinary matters. Panel members are approved by the Member Conduct and Discipline Committee. 
- > **Whistleblowing Policy**, which provides for an external independent whistleblowing hotline, the reports of which are sent directly to the Chair of the Social and Ethics Committee.
- > Both employees and IoDSA facilitators are contractually bound to adhere to IoDSA policies. Employees further attest to receiving, understanding and reviewing all policies.
- > Periodic ethics training is conducted for employees.
- > An employee culture survey (including ethics) is conducted annually.
- > Employee KPI assessments include an ethics and IoDSA values component.
- > Warnings and/or appropriate measures are taken against employees for ethical misconduct. Transgressions are disclosed to and monitored by the Social and Ethics Committee.

The IoDSA takes a zero-tolerance stance to unethical conduct in line with its Ethics Policy.



FUTURE AREAS OF FOCUS: No specific governance focus areas identified.

PRINCIPLE 3



SOCIAL AND ETHICS
COMMITTEE

Exception declaration

All practices in relation to **Principle 3** have been implemented.

Narrative

The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.

- > The **Board Charter, Social and Ethics Committee Terms of Reference** and the IoDSA **Compliance Policy** govern this area.
- > The Board approves the vision, mission, values and strategic objectives of the organisation and ensures these are aligned to being a responsible corporate citizen.
- > The Social and Ethics Committee's oversight role, as outlined in **Annexure B**, includes oversight of corporate citizenship, including oversight of matters relating to:

- Workplace
- Economy
- Social environment
- Natural environment

Refer to the IoDSA 2024 **Integrated Report** (Sections: Business Model and ESG and SDG Outcomes Summary) for further information on activities in this area as well as for the results of activities, outputs and outcomes on the 6 Capitals.¹



FUTURE AREAS OF FOCUS: No specific governance focus areas identified.

¹ The 6 Capitals are derived from the International Integrated Reporting Framework and consist of financial, manufactured, intellectual, human, social and relationships.

PRINCIPLE 4

The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.

Exception declaration

All practices in relation to **Principle 4** have been implemented.

Narrative

The following standard practices should be noted in respect to this area:

- > The Board approves the strategy, business plan and budgets.
- > The going concern assumption is pre-approved by the Audit and Risk Committee and approved by the Board.
- > Ad hoc matters are raised to the Board via email in between meetings and/or special meetings are called when necessary.
- > The Board provides input into performance management for executives.
- > Management reports on the organisation's performance against business plans and budget at every Board meeting.
- > The Board provides oversight over strategy and performance.

In 2024 the Board held two strategy sessions. The first session focused on AI training for the Board to ensure a comprehensive understanding of AI's implications, oversight responsibilities, and its impact. It also addressed related risks and opportunities while shaping IoDSA's digital technology strategic direction. The second session centered on member stratification, specifically deliberations on a proposed membership model, as well as proposed digital transformation initiatives.

For more information refer to the 2024 **Integrated Report**  (Sections on Strategy, Risks and Opportunities, Business Model and Performance Commentary).

PRINCIPLE 5



AUDIT AND RISK
COMMITTEE

The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance, and its short, medium and long-term prospects.

Exception declaration

All practices in relation to **Principle 5** have been implemented.

Narrative

The Board approves the following annually, which are available on the IoDSA website:

- > **Annual Financial Statements**
- > **Integrated Report** 
- > **Governance Report**

The Board is satisfied with the basis for determining materiality.

See also **Principle 15** for more information on the assurance mechanisms used to ensure the integrity of external reports. 

The Audit and Risk Committee oversees this area. See **Annexure A** for details on the activities of the Committee. 

PRINCIPLE 6

The governing body should serve as the focal point and custodian of corporate governance in the organisation.

Exception declaration

All practices in relation to **Principle 6** have been implemented.

Narrative

The **Board Charter** and applicable **Board Committee Terms of References** outline the role and responsibilities of the Board and each Board Committee. These charters are reviewed annually and include the protocols for obtaining independent professional advice and NED engagement with management.

The Board held 4 scheduled meetings, and 2 strategy sessions with attendance as follows:

Board member*

	Board meeting attendance
Louisa Stephens (Outgoing Chair) <i>Louisa Stephens resigned from the Board, with effect from 23 September 2024</i>	3/3
Eileen Wilton (Incoming Chair) <i>Eileen Wilton appointed as Chair, with effect from 26 September 2024</i>	6/6
Sana-Ullah Bray (Lead Independent)	4/6
Reginald Haman	6/6
Shirley Machaba <i>Shirley Machaba appointed as Board member, with effect from 20 June 2024 post 2024 AGM</i>	4/4
Sherma Malan	6/6
Mathukana Mokoka <i>Mathukana Mokoka resigned from the Board, with effect from 30 April 2024</i>	2/2
Parmi Natesan	6/6
Nontobeko Ndhrazi	6/6
Vikeshni Vandayar	6/6
Andre Visser	6/6
Carina Wessels <i>Carina Wessels appointed as Board member, with effect from 20 June 2024 post 2024 AGM</i>	4/4

* Notes on changes to the Board composition during the year can be viewed in the Integrated Report.

The Board is satisfied that it has fulfilled its role and responsibilities in accordance with its Board Charter, and that the Board and individual directors have devoted sufficient time to the IoDSA.

Refer to the IoDSA 2024 **Integrated Report** (Section: Governance) for key focus areas and reoccurring activities of the Board. 

PRINCIPLE 7



NOMINATIONS
COMMITTEE

Exception declaration

All practices in relation to **Principle 7** have been implemented.

Narrative

The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.

The composition of the Board is governed by the IoDSA member-approved **Memorandum of Incorporation**,  the **Board Charter**, the Nominations Committee Terms of Reference and a **Transformation, Diversity and Inclusion Policy**.

The Board is satisfied that its composition reflects the appropriate mix of knowledge, experience, diversity and independence.

The Board is satisfied that the Chair can be classified as an independent non-executive director. The Board confirms that an independent non-executive has been appointed as the lead independent director.

During 2024 there were two resignations from the Board due to capacity constraints.

See **Annexure C** for details on the Nominations Committee's activities for 2024. 

See the IoDSA 2024 **Integrated Report** (Section: Governance) for an overview of the Board and Board diversity statistics as at 31 December 2024, as well as the online **Board member profiles** for more information on each member's categorisation, qualifications, experience, age, period of service and other governing bodies or professional positions held. 



FUTURE AREAS OF FOCUS: Acquiring Board members with skills/experience in legal and finance.

PRINCIPLE 8



NOMINATIONS
COMMITTEE

The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with balance of power and the effective discharge of its duties.

Exception declaration

All practices in relation to **Principle 8** have been implemented, except for the following:

> Practices 63 and 64 (Risk Committee composition)

The IoDSA has a combined Audit and Risk Committee, as such the King IV recommended practices relating to the composition of a standalone Risk Committee are not applicable. The composition requirements for an Audit Committee are applied.

Narrative

The IoDSA has the following standing Board Committees:

- > Audit and Risk Committee (See **Annexure A**)
- > Social and Ethics Committee (See **Annexure B**)
- > Nominations Committee (See **Annexure C**)
- > Remuneration Committee (See **Annexure D**)
- > Certifications Committee (See **Annexure E**)
- > Member Conduct and Discipline Committee (See **Annexure F**)



See the Annexures for details on each Committee's activities, composition and attendance stats as per the King IV disclosure requirement.

The Board is satisfied that each Committee has the necessary knowledge, skill, experience and capacity to execute its duties effectively.

Effective collaboration between the Committees is achieved through cross-membership and coordinating meeting schedules. As a result, there is a balanced distribution of power in the spread of membership.

PRINCIPLE 9



NOMINATIONS
COMMITTEE

Exception declaration

All practices in relation to **Principle 9** have been implemented.

The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in its performance and effectiveness.

Narrative

With reference to the recommended practices of King IV, the following should be noted:

- > A formal Board evaluation is conducted every year, either with or without external facilitation.
- > Committees are evaluated as part of this process.
- > Individual director performance evaluations are dealt with informally by the Chair.

In 2024, we conducted a formal Board evaluation facilitated internally through an online evaluation survey. The evaluation covered the Board members' views on the performance of the Board itself, each of the Board Committees, the Chair, the LID, the reporting from management as well as Board dynamics and culture.

The Board rated its performance as excellent, with minimal areas that need improvement. An overall score of **4.6 out of 5** was obtained. Future management succession is a top priority, as well as appointing additional NEDs on to the Board.

Results of performance evaluation	Facilitation method	Year	Result
Formal evaluation	External	2019	4.3
Formal evaluation	Internal	2020	4.2
Formal evaluation	External	2021	4.4
Formal evaluation	Internal	2022	4.7
Formal evaluation	Internal	2023	4.5
Formal evaluation	Internal	2024	4.6

The Board is satisfied that the performance evaluation process improves its performance and effectiveness and that the approach is effective and works for the organisation.

PRINCIPLE 10

The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities.

Exception declaration

All practices in relation to **Principle 10** have been implemented, except for the following:

- > Practices 93 to 98 (Company Secretary)

Due to the nature and size of the organisation, the IoDSA does not have a company secretary. This function is overseen by the IoDSA legal manager and third parties who assist with company secretarial functions, such as minute taking and filing statutory returns.

Narrative

CEO

- > The CEO's employment contract sets out roles and responsibilities as well as notice period and related termination clauses.
- > The Board considers other professional commitments of the CEO, including membership of governing bodies outside of the IoDSA and is satisfied in this regard. See the **CEO Profile** on the IoDSA website. 
- > The Nominations Committee considers CEO succession in the short and medium term.

Delegation to Management

A Board approved **Delegation of Authority Framework** sets out the powers reserved for the Board and that of management. The Board is satisfied that the Delegation of Authority Framework contributes to role clarity and the effective exercise of authority and responsibilities should be disclosed.

Succession Planning

- > The Board has a formal **management succession plan** that provides for contingency circumstances in the short and long term.
- > Succession planning was considered in greater detail for key management executive positions and the Board considered this suitable taking into account the nature and size of the IoDSA.

The Board is satisfied that the arrangements in place to obtain professional corporate governance or other legal advice or assistance as and when needed is effective.

PRINCIPLE 11



AUDIT AND RISK
COMMITTEE

Exception declaration

All practices in relation to **Principle 11** have been implemented.

The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.

Narrative

The following policies govern this area:

- > **Enterprise Risk Management Policy** as well as related risk register.
- > **Business Continuity Plan**

In addition to the standard King IV recommended practices, the following should be noted:

- > Due to the nature of the business, the IoDSA is conservative in its appetite and tolerance for risk.
- > After due consideration, the IoDSA Board determined that periodic independent assurance on the effectiveness of risk management is not necessary for the size and nature of the organisation. However, the outsourced internal audit function did review the enterprise risk management framework.

- > The risk register is reviewed and updated regularly by executive management.
- > The Audit and Risk Committee reviews and pre-approves the risk register and Enterprise Risk Management Policy.

Audit and Risk Committee is mandated to oversee this area. See **Annexure A** for more information on the activities of the Committee. 

For further detail in relation to the top 10 risks of the IoDSA refer to the 2024 **Integrated Report**  (Section: Risk and Opportunities). There were no undue, unexpected or unusual risks or risks taken outside the risk tolerance levels during 2024.



FUTURE AREAS OF FOCUS: No specific governance focus areas identified.

PRINCIPLE 12



AUDIT AND RISK
COMMITTEE

Exception declaration

All practices in relation to **Principle 12** have been implemented.

The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives.

Narrative

The following policies and plans govern this area:

- > **Information Technology Governance Policy**
- > **Intellectual Property Policy** 
- > **IT Disaster Recovery Plan** (Annexure to Business Continuity Plan)

In addition to the King IV recommended practices, the following should be noted:

- > Application of CORBIT Control Objectives for Information and Related Technology (IT Governance) Framework.
- > IT Controls Environment Feedback Report is presented to the Audit and Risk Committee by management.

The Audit and Risk Committee is mandated to oversee this area. See **Annexure A** for more information on the activities of the Committee. 

2024 areas of focus:

- > AI strategy deep dives and digital initiatives.
- > Continue oversight of IT control environment.

There were no changes to policy, acquisitions or major incidents that required remedial action during 2024.



FUTURE AREAS OF FOCUS: Oversight of digital strategy implementation.

PRINCIPLE 13



SOCIAL AND ETHICS
COMMITTEE

Exception declaration

All practices in relation to **Principle 13** have been implemented.

Narrative

The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen.

The IoDSA **Compliance Policy** governs this area.

After due consideration, the Board determined that periodic independent assurance on the effectiveness of overall compliance is not necessary for the size and nature of the organisation. However internal audits are conducted in key pieces of new legislation as considered necessary.

The Social and Ethics Committee is satisfied with the level of compliance with applicable legislation.

There were no regulatory penalties, sanctions or fines for contraventions of or non-compliance with statutory obligations imposed on the IoDSA during 2024.

There were no compliance inspections by environmental regulators, findings of non-compliance with environmental laws, nor criminal sanctions or prosecutions for such non-compliance against the IoDSA during 2024.

For key focus areas see **Annexure B**, as the Social and Ethics Committee oversees this area.



FUTURE AREAS OF FOCUS: No specific governance focus areas identified.

PRINCIPLE 14



The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.

Exception declaration

All practices in relation to **Principle 14** have been implemented, except for the following:

> Practices 32 to 37 (Remuneration Report)

The disclosure of executive remuneration is made in the IoDSA 2024 **Annual Financial Statements**. The Board considers the financial statement disclosure of executive remuneration as appropriate, due to the size and nature of the business. The Board determined, after considering the nature and size of the IoDSA and the lack of complexity of its remuneration structures, that a separate remuneration implementation report is not necessary. As such the King IV recommended practices relating to the detailed remuneration disclosures in the Remuneration Report are not applicable to the IoDSA and only the Remuneration Policy is presented to IoDSA members at the AGM for a non-binding advisory vote. 

Narrative

The IoDSA **Remuneration Policy** governs this area.

The Remuneration Committee is mandated to oversee this area. See **Annexure D** for more information on the activities of the Committee. 

NEDs do not receive remuneration for their services, however, are reimbursed for travel costs for attending meetings as per the **Board Travel Policy**.

PRINCIPLE 15



AUDIT AND RISK
COMMITTEE

The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports.

Exception declaration

All practices in relation to **Principle 15** have been implemented, except for the following:

> Practices 51 to 57 (CAE Function)

The IoDSA does not have an internal Chief Audit Executive as such the practice recommendations relating to a CAE are not applicable.

> Practices 60 and 61 (Internal audit function)

The IoDSA does not have an internal audit function. Some level of internal audit is outsourced to an internal audit firm, who conducts internal audits on various high risk areas of the organisation in accordance with an internal audit plan (approved by the Audit and Risk Committee). As such the practice recommendations relating to an internal audit function are not applicable.

Narrative

The IoDSA **Combined Assurance Framework** governs this area.

The following 3 lines of defence model is used to optimise assurance:

- > Management,
- > Internal oversight functions (human resources, compliance, health and safety and risk management), and
- > external assurance functions (outsourced internal audit, external audit, and other ad-hoc specialists).

See **Principle 5** above for the external reports produced by the IoDSA. 

The Board receives assurance on the integrity of the:

- > Annual Financial Statements from management, external audit and the Audit and Risk Committee.
- > Integrated Report from management (who relies on a combined assurance process to ensure completeness

and accuracy of the report) and the Audit and Risk Committee.

- > Governance Report from the management and the Audit and Risk Committee. Furthermore, each Board Committee approves their respective sections in the Governance Report.

The Audit and Risk Committee is mandated to oversee this area. See **Annexure A** for more information on the activities of the Committee. 

In 2024 internal audit reviews were conducted in respect of Revenue and Procurement. There were no adverse findings from the internal audits conducted. The overall control environment is satisfactory.

An unqualified external audit opinion was obtained.

PRINCIPLE 16



SOCIAL AND ETHICS
COMMITTEE

In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.

Exception declaration

All practices in relation to **Principle 16** have been implemented, except for the following:

> Practices 11 to 17 (Group companies)

The King IV recommended practices relating to group companies do not apply to the IoDSA, as such these practices have not been applied.

Narrative

The IoDSA **Stakeholder Relations** Policy and **Stakeholder Engagement Framework** governs this area.

In addition, the following standard practices are implemented:

- > All directors attend the Annual General Meeting and are available to respond to member queries on the Board's execution of its governance duties.
- > Annual General Meeting notices, and associated documents are available to IoDSA members via the **IoDSA website**. 
- > Member views and interests are collected and considered via an annual member survey, at events and/or various IoDSA communication channels.
- > Complaints submitted via the online complaints form are received directly by the CEO.
- > Telephone calls are recorded for quality control and investigation should complaints be received.
- > Employees views on material changes which impact them is collected via open forum discussions or surveys, where necessary.
- > Employees are kept up to date with regular communication on any organisational changes.

Refer to the IoDSA 2024 **Integrated Report** (Section:  Stakeholder Relationships) for more detail on IoDSA stakeholder relationships as well as for information on survey feedback from IoDSA members and employees.



FUTURE AREAS OF FOCUS: No specific governance focus areas identified.

ANNEXURE A – AUDIT AND RISK COMMITTEE

The role of the Committee is to assist the Board with overseeing:

- > the effectiveness of the IoDSA's assurance functions and services;
- > the integrity of the annual financial statements and, to the extent delegated by the Board, other external reports issued by the IoDSA;
- > risk governance;
- > information and technology governance; and
- > investment management activities.

The composition and meeting attendance of the Committee as at December 2024 is as follows:

	Meeting attendance
Members	
Mathukana Mokoka (Outgoing Chair)*	1/1
Nontobeko Ndhrazi (Incoming Chair)**	3/3
Eileen Wilton***	2/2
Andre Visser****	1/1
Shirley Machaba*****	1/1
Permanent invitees	
Parmi Natesan	3/3
Sherma Malan	3/3
Vikeshni Vandayar	2/3
Lani Wessels	3/3

* Mathukana Mokoka resigned from the Board, with effect from 30 April 2024.

** Nontobeko Ndhrazi appointed as Chair of the Committee effective 2 July 2024.

*** Eileen Wilton stepped down from the Committee effective 1 October 2024.

**** Andre Visser temporarily filled a vacancy from 1 October 2024, to 29 January 2025.

***** Shirley Machaba joined the Committee post the June 2024 AGM.

Note: Representatives of the external auditors (Forvis Mazars) and internal auditors (Nexia SAB&T) as well as the investment consultant, regularly attend meetings as invitees.

The activities of the Committee for the year were

In a challenging economic and competitive environment, the Committee provided oversight of the organisation's financial performance and investments, including the pre-approval of the Investment Policy Statement.

With increasing volatility and uncertainty due to external factors such as economic instability, regulatory changes, and geopolitical risks, risk management was a key focus. The Committee pre-approved the Enterprise Risk Management Policy, reviewed the risk register, assessed the Business Continuity Plan, and ensured adequate insurance cover to safeguard the organisation.

Given the organisation's growing reliance on technology, the Committee also strengthened IT governance by pre-approving the IT Governance Policy and monitoring the IT control environment to ensure cybersecurity and data protection.

Other recurring matters addressed by the Committee during 2024 included:

- > Pre-approval of annual financial statements (including going concern assessment), integrated report and governance report.
- > Pre-approval of budgets and related business plan.
- > Oversight of internal and external audit, including approval of fees, charters and plans, consideration of findings/reports; as well as assessment and re-appointment.
- > Assessment of finance function.
- > Approval of bank signatories.
- > Approval of Procurement Policy and Combined Assurance Framework.
- > Pre-approval of Committee Terms of Reference.

With regards to its specific duties, the Audit Committee:

- > is satisfied that the external auditor is independent of the IoDSA in that:
 - no non-audit services were provided by the external auditor during the year, nor are these permitted to be provided;
 - the external audit firm was appointed in June 2020 and is re-appointed every year at the AGM;
 - the current audit partner will be rotating per the audit firm's rules in 2025; and
 - a new executive responsible for finance was appointed during the tenure of the current external auditor.
- > is satisfied with the quality of the external audit based on reports received;
- > is satisfied with the quality of the internal audit based on reports received;
- > is satisfied with the documentation of internal controls in the risk register;
- > is satisfied with the finance function and the executive that oversees finance; and
- > is satisfied with the effectiveness of the combined assurance arrangements in place.

The Committee is satisfied that it has fulfilled its responsibilities in accordance with its Terms of Reference. The above discussions and actions taken by the Audit and Risk Committee contributed to ensuring that the Board was equipped to fulfil its role and responsibilities as envisaged by Principles 5, 11, 12 and 15 of King IV.

ANNEXURE B – SOCIAL AND ETHICS COMMITTEE

The role of the Committee is to assist the Board with overseeing:

- > Organisational ethics and culture
- > Human resources
- > Corporate citizenship
- > Sustainable development
- > Stakeholder relationships
- > Compliance
- > Environmental impact matters

The composition and meeting attendance of the Committee as at December 2024 is as follows:

	Meeting attendance
Members	
Eileen Wilton (Outgoing Chair)*	1/1
Reginald Haman (Incoming Chair)**	2/2
Sana-Ullah Bray	2/2
Parmi Natesan	2/2
Carina Wessels***	0/1
Permanent invitees	
Sherma Malan	2/2
Vikeshni Vandayar	2/2
Lani Wessels	2/2

* Eileen Wilton stepped down from the Committee effective 1 October 2024.

** Reginald Haman appointed as Chair of the Committee effective 1 October 2024.

*** Carina Wessels joined the Committee post the June 2024 AGM.

The activities of the Committee for the year were

Employee retention remained a key risk, with the Committee monitoring staff movements and turnover, overseeing staff development and training, employee well-being, disciplinary matters, and the results of the employee culture survey. It also pre-approved the Employee Code of Conduct. Ethics being non-negotiable, the Committee pre-approved the Ethics Policy and Whistleblowing Policy and monitored the whistleblower hotline.

Transformation remained a strategic imperative, with the Committee monitoring BBBEE and EE levels and pre-approving the Transformation, Diversity, and Inclusion Policy.

Given challenges with public infrastructure, focus was also placed on reliance and alternatives for water and electricity supply to the office.

Other recurring matters addressed by the Committee during 2024 included:

- > Overseeing the IoDSA's compliance with relevant laws and standards including pre-approval of the Compliance Policy.
- > Monitoring health and safety and noting results of the annual health and safety audit.
- > Monitoring of stakeholder engagement and pre-approval of the Stakeholder Relations Policy.
- > Pre-approval of Committee Terms of Reference and Intellectual Property Policy.
- > Monitoring the contribution to ESG as well as the Sustainable Development Goals.
- > Consideration of reputational matters.

The Committee is satisfied that it has fulfilled its responsibilities in accordance with its Terms of Reference. The above discussions and actions taken by the Social and Ethics Committee contributed to ensuring that the Board was equipped to fulfil its role and responsibilities as envisaged by Principle 1, 2, 3, 13 and 16 of King IV.

ANNEXURE C – NOMINATIONS COMMITTEE

The role of the Committee is to assist the Board with overseeing:

- > the appropriate composition of the Board for it to execute its duties effectively.
- > succession planning in respect of Board members and executive management.
- > the basis for re-election of Board members.
- > a process for nominating, electing, and appointing members to the Board.
- > the evaluation of the performance of the Board and Committees.
- > the induction and ongoing training and development of Board members.

The composition and meeting attendance of the Committee as at December 2024 is as follows:

	Meeting attendance
Members	
Louisa Stephens (Outgoing Chair)*	3/3
Eileen Wilton (Incoming Chair)**	1/1
Sana-Ullah Bray	4/4
Shirley Machaba***	0/0
Prieur du Plessis (External)	4/4
Permanent invitees	
Parmi Natesan	4/4

* Louisa Stephens resigned from the Board effective 23 September 2024.

** Eileen Wilton appointed to the Committee and as Chair effective 1 October 2024.

*** Shirley Machaba appointed to the Committee from Nov 2024 as such was not required to attend any meetings in 2024.

The activities of the Committee
for the year were

The Committee focused on ensuring the right leadership for the organisation by overseeing the Board nominations process, interviewing and recommending new Board members, and planning for Board succession and rotation. Given our relatively small Board, securing and retaining capable individuals for key roles remains a priority. The Committee also spent time allocating members to Committees to ensure they were appropriately capacitated following changes to the Board.

In addition, recognising the organisation's reliance on key management and the challenge of attracting top talent, it prioritised the retention and succession planning of senior management while also overseeing the performance of executives. Emergency succession plans are in place for key Board and management positions.

Other recurring matters addressed by the Committee during 2024 included:

- > Approval of the NED appointment letter.
- > Oversight of Board and Committee performance evaluation.
- > Approval of NED induction plan, Board CPD Policy and Board Member Code of Conduct.
- > Pre-approval of the Board Charter, Committee Terms of Reference and AGM notice.

The Committee is satisfied that it has fulfilled its responsibilities in accordance with its Terms of Reference. The above discussions and actions taken by the Nominations Committee contributed to ensuring that the Board has a diverse composition and is equipped to fulfil its role and responsibilities as envisaged by Principles 7, 8 and 9 of King.

ANNEXURE D – REMUNERATION COMMITTEE

The role of the Committee is to assist the Board with:

- overseeing that the IoDSA remunerates executives and employees fairly and responsibly; and
- that the disclosure of director and other applicable remuneration is accurate and transparent, as required by applicable laws and governance guidelines.

The composition and meeting attendance of the Committee as at December 2024 is as follows:

	Meeting attendance
Members	
Sana-Ullah Bray (Chair)	2/2
Andre Visser	2/2
Reginald Haman	2/2
Permanent invitees	
Parmi Natesan	2/2

The Committee is satisfied that it has fulfilled its responsibilities in accordance with its Terms of Reference. The above discussions and actions taken by the Remuneration Committee contributed to ensuring that the Board is equipped to fulfil its role and responsibilities as envisaged by Principle 14 of King IV.

The activities of the Committee for the year were

Recognising that our ability to attract and retain top talent is a key risk, given that we cannot always compete with corporate remuneration levels, the Committee remained focused on benchmarking our remuneration structures against industry standards and improving overall competitiveness. Key tasks included the approval of annual salary increases, the review and allocation of the bonus pool and ongoing refinement of the remuneration policy.

Other recurring matters addressed by the Committee during 2024 included:

- Approval of remuneration disclosures.
- Pre-approval of the Remuneration Policy and Committee Terms of Reference.



ANNEXURE E – CERTIFICATIONS COMMITTEE

The role of the Committee is to assist the Board with oversight of the awarding, revoking and maintaining of the IoDSA director designations (Certified Director and Chartered Director).

The composition and meeting attendance of the Committee as at December 2024 is as follows:

	Meeting attendance
Members	
Louisa Stephens (Outgoing Chair)*	3/3
Eileen Wilton (Incoming Chair)**	4/4
Parmi Natesan	4/4
Sherma Malan	4/4
Richard Foster (External)	3/4
Sikkie Kajee (External)	2/4
Permanent invitees	
Dilshaan Duearte	4/4

* Louisa Stephens stepped down from the Committee effective 23 September 2024.

** Eileen Wilton appointed as Chair of the Committee effective 1 October 2024, so 3 meetings were attended as a member of the Committee and 1 as Chair of the Committee.

The activities of the Committee for the year were

With director designations being central to the drive to professionalise directorship, the Committee focused on strengthening their credibility and impact. It reconsidered the entry criteria for each designation to elevate their standards and reviewed a benchmark of the designations against international frameworks.

The Committee also approved the awarding of designations, monitored revocations and resignations to support retention, and assessed reputational risks associated with designees who may be linked to IoDSA but receive negative coverage.

Additionally, discussions were held on strategies to further elevate the status and recognition of the designations. The relationship with SAQA was also monitored.

Other recurring matters addressed by the Committee during 2024 included:

- > Pre-approval of Committee Terms of Reference and Certifications Policy.
- > Approval of the Examination Policy, Exam Committee Terms of Reference, Exam Committee membership.
- > Approval of Certification Appeals Policy and CPD Policy.
- > Approval of the Education and CPD provider Policy and approval of education providers.
- > Approval of the RPL Policy.

The Committee is satisfied that it has fulfilled its responsibilities in accordance with its Terms of Reference.

ANNEXURE F – MEMBER CONDUCT AND DISCIPLINE COMMITTEE

The role of the Committee is to assist the Board in overseeing matters related to member conduct and member discipline.

The composition and meeting attendance of the Committee as at December 2024 is as follows:

	Meeting attendance
Members	
Andre Visser (Chair)	3/3
Nontobeko Ndhlaizi	2/3
Vikeshni Vandayar	3/3
Carina Wessels*	0/1
Jacqui Grove (External)	3/3
Permanent invitees	
Parmi Natesan	3/3
Lani Wessels	3/3
Tanushiya Mudely	3/3

* Carina Wessels joined the Committee post the June 2024 AGM.

The activities of the Committee for the year were

As a relatively new Committee, significant time was spent refining disciplinary processes, including multiple reviews and pre-approval of the Member Disciplinary Regulations. The Committee also remained informed on ongoing disciplinary cases and approved sanctions against members following a formal disciplinary process.

Other recurring matters addressed by the Committee during 2024 included:

- > Approval of disciplinary panellists and the pool of appointed chairpersons.

The Committee is satisfied that it has fulfilled its responsibilities in accordance with its Terms of Reference.



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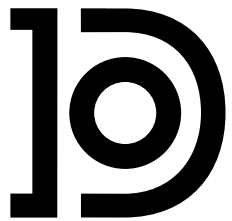


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