




Water Institute of
Southern Africa

Terms of Reference Nominations Committee

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TOR COMPILED BY:	Melissa Wheal		
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SIGN OFF BY:	Dr Lester Goldman		
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WATER INSTITUTE OF SOUTHERN AFRICA

TERMS OF REFERENCE OF THE NOMINATIONS COMMITTEE

1. Purpose

- 1.1. The Nominations Committee (“the Committee”) is constituted as a Committee of the Water Institute of Southern Africa (“the Company” or “WISA”) Board (“the Board”).
- 1.2. The Committee shall be a standing Committee, with the composition and membership reviewed by the Board, as required.
- 1.3. The Committee shall report to and derive its powers from the Board, and aligned organisational legislation.
- 1.4. The deliberations of the Committee do not reduce the individual or collective responsibilities of the Board members with regard to their fiduciary duties and responsibilities, and they must exercise due care, skill and diligence.
- 1.5. These Terms of Reference are subject to the provisions of the Companies Act 71 of 2008, as amended, the Institute's Memorandum of Incorporation and any other applicable law or regulatory provision and the King IV Report on Corporate Governance for South Africa, 2016 (“King IV”).

2. Composition

- 2.1. The Nominations Committee shall consist of not less than 2 directors appointed by the Board, the majority of whom shall be Non-Executive Directors, which shall include the Chair and Deputy Chair of the Board. The Chief Executive Officer (CEO) shall be an invited member of the committee.
- 2.2. The Chairperson of the Committee shall be an Independent Chairman or an Independent Non-Executive Director subject to the Board’s discretion.
- 2.3. The members of the Committee must collectively have sufficient qualifications and experience to fulfil their duties.
- 2.4. Invitations to attend the Committee meetings shall be extended to any other senior management and professional advisors as deemed appropriate.
- 2.5. Individuals in attendance at Committee meetings by invitation may participate in discussions but do not vote on resolutions or form part of the quorum for Committee meetings.
- 2.6. A quorum of the Committee shall be a majority of members.
- 2.7. For a resolution to be adopted it must be supported by at least 75% of the Committee members present and voting or exercised on a resolution;

- 2.8. In the absence of the Chairman, the members present may nominate and elect one of their members to chair the meeting.
- 2.9. The Company Secretary shall be the secretary to the Committee.

3. Role of the Committee

The role of the Committee is to assist the Board with the nomination, election and appointment of directors and ensure a transparent and accountable process to determine an optimally diverse, representative, and skilled Board, Board Committees and Participation Structures. The Committee ensures that there is appropriate succession planning for the Chairman, Directors, the Chief Executive Officer and other committees.

4. Responsibilities

The Committee shall operate within the Board delegation of authority. In discharging its responsibilities to the Board, the Committee will fulfil the following functions and powers –

- 4.1. ensure that there is a formal, transparent and accountable process for the nomination, election and appointment of the Board of directors;
- 4.2. call for and receive nominations from the membership, Board and Members for appointments to the Board and Board Committees;
- 4.3. recommend criteria to the Board for approval;
- 4.4. act as a verification body for compliance by nominees with the criteria approved by the Board for nomination to relevant positions. The Nominations Committee will not have the power to eliminate any qualifying nominees who meet the criteria for nomination;
- 4.5. may conduct qualification and reference checks in respect of Board Members or persons who are to be appointed to the Board;
- 4.6. consider the appropriate balance in regard to diversity of the Board and Board Committees and recommend diversity targets to Board;
- 4.7. from time to time review the Board structure, size and composition, taking into consideration the Board's succession plans, and make recommendations to the Board with regards to any adjustments that are deemed necessary;
- 4.8. the succession plan for candidates should include identification, mentorship and development of future candidates;
- 4.9. arrange for periodic, staggered rotation of its members so as to invigorate the Board's capabilities by introducing members with new expertise and perspectives while retaining valuable knowledge, skills and experience and maintain continuity;

- 4.10. review the number, structure and terms of reference and composition of Board Committees and make recommendations to the Board in this regard;
- 4.11. review and assess whether directors' professional commitments enable them to commit enough time for discharging their responsibilities;
- 4.12. ensure that there is an adequate induction programme for new directors;
- 4.13. ensure that inexperienced directors are developed through a mentorship programme;
- 4.14. oversee that there is a continuous professional development programme for the directors;
- 4.15. oversee effective collaboration through cross-membership between Committees, where appropriate.

5. Meetings of the Committee

- 5.1. Committee meetings shall be held quarterly. The Committee Chairman shall report on key matters addressed by the Committee at each Board meeting.
- 5.2. Additional meetings may be held at the request of the Chairman or any member of the Committee as required.
- 5.3. All non-executive directors are entitled to attend the Committee meetings.
- 5.4. Minutes of Committee meetings shall be distributed timeously.
- 5.5. Committee papers shall, other than under exceptional circumstances, be forwarded to each member of the Committee timeously.
- 5.6. Members of the Committee shall declare any conflict of interest in respect of matters on the agenda and such declarations will be managed as deemed necessary.
- 5.7. The Chairman of the Committee shall attend the Annual General Meeting of the company and be prepared to respond to any questions on the Committee's activities.

6. Authority of the Committee

- 6.1. The Committee shall have authority to:
 - 6.1.1. access any information it needs to fulfil its responsibilities;
 - 6.1.2. seek independent advice at the company's expense, budget dependent; and
 - 6.1.3. investigate matters within its mandate.
- 6.2. The Committee shall have the ability to consult with and receive the full co-operation of any employee where necessary to fulfil its responsibilities.

7. Review of Terms of Reference

The Committee shall review the Terms of Reference annually, to ensure that they remain consistent with the Board's objectives and responsibilities. The Terms of Reference may be amended as required, subject to the approval of the Board.

8. Evaluation of the Board and Board Committees

The Committee shall:

- 8.1. annually determine the process for Board and Committee performance evaluations bearing in mind the King Code recommendation that such process be conducted every second year.
- 8.2. review the results of the Board and Committee performance evaluations as and when conducted and recommend remedial actions if necessary.