




Water Institute of  
Southern Africa

## Terms of Reference Strategy Committee

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# WATER INSTITUTE OF SOUTHERN AFRICA

## TERMS OF REFERENCE OF THE STRATEGY COMMITTEE

### 1. Purpose

- 1.1. The Strategy 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.
- 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 Strategy Committee shall consist of not less than three and not more than five members, two of whom shall be Directors. The Chief Executive Officer (CEO) shall serve on the Committee in an ex-officio capacity.
- 2.2. The Chairperson of the Committee shall be elected from amongst the Directors.
- 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 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 to oversee the planning, implementation, and performance monitoring through the Branches, Divisions and Empowerment Platforms.

### **4. Responsibilities**

The Committee shall operate within the Board delegation of authority. The functions and powers of the Stakeholder Engagement Committee shall include:

- 4.1. Responsible for the strategic planning process of the organisation;
- 4.2. Reviewing the Quarterly Activity Reports and Annual Plans submitted by the Branches, Divisions and Empowerment Platforms and Head Office;
- 4.3. Recommend Annual Strategic Plan to the Board;
- 4.4. Recommend to the Board corrective measures necessary to the strategic plan based on performance feedback;
- 4.5. Review the Branches, Divisions and Empowerment Platforms reports, identify and address any compliance concerns or issues raised by the Branches, Divisions and Empowerment Platforms, consider applications for new branch, division or empowerment platforms and make recommendations to the Board;
- 4.6. Fulfilling the role of the technical expertise committee through the divisions.

### **5. Meetings of the Committee**

- 5.1. Committee meetings shall have at least four meetings annually. 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 no fewer than seven days prior to the date of the meeting.
- 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 Committee's performance**

The Committee shall ensure that a formal process, recommended by the Nominations Committee and approved by the Board, is followed for evaluating the performance of the Committee, at least once a year.