



Water Institute of  
Southern Africa

## Terms of Reference

### Stakeholder Engagement Committee

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# WATER INSTITUTE OF SOUTHERN AFRICA

## TERMS OF REFERENCE OF THE STAKEHOLDER ENGAGEMENT COMMITTEE

### 1. Purpose

- 1.1. The Stakeholder Engagement 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 Stakeholder Engagement Committee shall consist of 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 the 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:
  - 2.4.1. WISA Marketing & Events Manager
  - 2.4.2. WISA Client Care Manager
  - 2.4.3. WISA Branches & Division Manager
  - 2.4.4. 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 with managing stakeholder relations as well as setting the tone for an ethical organisational culture by overseeing the Company's conduct, approach and manner in which the business is conducted with due regard to value creation in society. To achieve this, the Committee will address its statutory requirements and also assess the trends in the industry to identify one or two areas of focus each year.

### **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. Effective communication with all WISA stakeholders that takes into consideration audience accessibility and communication trends with the review and/or update of existing communications framework;
- 4.2. Effective communication activities that support the stakeholder map and stakeholder activities with the review and/or update of existing stakeholder map;
- 4.3. Effective communication activities that activate members and volunteers database, strengthen two-way communication with branches, divisions and empowerment platforms and develop communication reporting framework;
- 4.4. Monitor performance of the WISA communication strategy and plan;
- 4.5. Develop and review communication policies including, but not limited to the following:
  - 4.5.1. WISA Corporate Identity Use Policy
  - 4.5.2. Media & Public Engagement Policy
  - 4.5.3. Stakeholder Relationships Policy
  - 4.5.4. Messaging Policy
  - 4.5.5. Communication Tools Policy

### **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 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.