






national film and video foundation
SOUTH AFRICA
an agency of the Department of Sport, Arts and Culture

**NATIONAL FILM AND VIDEO FOUNDATION
HUMAN RESOURCES AND ETHICS COMMITTEE
TERMS OF REFERENCE**

JULY 2023

DOCUMENT CONTROL

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APPROVAL

The signatories hereof, confirm their acceptance of the content and authorise the adoption thereof.



Signature: chairperson of the Council

31 July 2023

Date

DEFINITIONS

“Accounting Authority” means the controlling body appointed in terms of section 49 of the Public Finance Management Act 1 of 1999 (as amended by Act 29 of 1999), which in the case of the **NFVF is the Council**.

“Accounting Officer” means the chief executive officer of a public entity in terms of section 36 of the Public Finance Management Act 1 of 1999 (as amended by Act 29 of 1999) which in this case is the NFVF CEO

“Council Charter” means a policy document approved by the Council that clearly defines the respective roles, responsibilities, and authorities of the Council (both individually and collectively) in setting the direction, the management, and the control of the NFVF.

“Council” means a council established in terms of section 6 of the NFVF Act.

“Council Members” are members appointed by the Minister Sport, Arts, Culture in terms of section 6 of the NFVF Act.

“Ethics” means the conduct of selflessness, integrity, objectivity, openness, honesty, leadership, accountability, that every NFVF officials and leadership is expected to adhere to as stipulate on the NFVF Ethics Policy

“Executive authority”- in relation to a national public entity, means the Cabinet member who is accountable to Parliament for that public entity or in whose portfolio it falls, in terms of section 1(c) of the Public Finance Management Act 1 of 1999 (as amended by Act 29 of 1999) which in this case is the Minister of Sport, Arts and Culture

“Human Resources and Ethics Committee” means the committee of the Council, duly appointed by the Council, and charged with, overseeing the settling and administration of remuneration at all levels in the Organization; monitoring of activities relating to social and economic development, and good corporate citizenship; and for assuming responsibility and oversight for governance of ethics; and other matters as outlined in the PFMA and the Companies Act

“Management” means those persons responsible for planning, directing, and controlling the activities of the NFVF, including those charged with the governance of the NFVF in accordance with legislation, in instances where they are required to perform such functions.

“National Film and Video Foundation” means the National Film and Video Foundation (“NFVF”) established in terms of the NFVF Act. The term “Organization” is used interchangeably with NFVF.

“Official” means any person in the employ of the NFVF, including managers and employees.

“PFMA” means the Public Finance Management Act 1 of 1999 (as amended by Act 29 of 1999).

ABBREVIATIONS

CEO Chief Executive Officer

CFO Chief Financial Officer

HOD Head of Department

IT Information Technology

NFVF National Film and Video Foundation

PFMA Public Finance Management Act

PSR Public Service Regulations

1 Legal mandate

The Committee has an independent role with accountability to the Council and is established and constituted in compliance with the following applicable legislation and policy documents:

- 1.1. Section 23(1) of the Constitution of the Republic of South Africa, 1996 (Act No.108 of 1996).
- 1.2 National Film and Video Foundation Act.
- 1.3 Basic Conditions of Employment Act, 1997 (as amended).
- 1.4 Public Finance Management Act, 1999 (as amended).
- 1.5 Employment Equity Act 1998 (as amended).
- 1.6 Broad-Based Black Empowerment Act, 2003 (as amended).
- 1.7 Preferential Procurement Policy Framework Act, 2000.
- 1.8 Labour Relations Act 1995 (as amended).
- 1.9 Skills Development Act 1998 (as amended).
- 1.10 Skills Development Levies Act 1999 (as amended).
- 1.11 King IV Code of Governance.
- 1.12 Generally Accepted Practices of Compliance; and
- 1.13 Any other law of the Republic of South Africa, as may be applicable.

2 Purpose of the Committee

The purpose of the Human Resources and Ethics Committee (“Committee”) is to:

- 2.1 assist the Council with all matters relating to human resources and ethics.
- 2.2 ensure sound human resources policies and practices which are consistent with the values of the NFVF.
- 2.3 discharge its responsibilities in accordance with these Terms of Reference and to oversee compliance by the NFVF with legislation that constitutes this Committee.

3 Constitution of the Committee

- 3.1 The Committee shall consist of not more than four (4) members appointed by the

Council. In determining the membership of the Committee, the Council shall have regard to the skills, qualifications, experience, and particular knowledge of Council members within the Committee's sphere of activity.

3.2 The Head of Human Resources is an ex officio member of the Committee.

3.3 CEO shall be a permanent invitee to the Committee.

3.4 Membership of the Committee shall be limited to members of the Council; however, the Committee shall be entitled, in line with the principles outlined in the Council Charter, to rely on individuals with specialist skills and expertise to advise on matters within the individual's professional skill or expertise. The Committee may, with the approval of the Council, recommend for an appointment of a service provider to close the gap of an inadequate skill.

3.5 The Council shall designate one of the members as the Chairperson. Such a designated Chairperson must have the requisite skills and may not be the Chairperson of the Council or fulfil an executive role in the Organisation.

4 Authority of the Committee

4.1 Unless otherwise determined by resolution of the Council, the Committee shall have authority to consider all the transactions submitted to it for consideration that fall within its mandate and make formal recommendations for consideration by the Council.

5 Duties and Responsibilities

5.1 The Committee shall be responsible for the following functions as guided by the NFVF Act and best practice:

5.1.1 Review and make recommendations to approve the Human Resources and Policies manual.

5.1.2 Review the salary increments and benefits framework of the Organisation annually.

5.1.2.1 Review bonus payments and recommend to Council for approval.

5.1.3 Preside over social and ethics matters.

5.1.4 Review and recommend for Council approval, the Organisational Structure, and the Human Capital needs of the Organisation.

5.1.5 Respond and make recommendation to Council for remedial action on matters negatively affecting and/or impacting organization and/or workplace conditions, as reported to the Committee

5.1.6 Annually review the remuneration of any members that sit on any of the

Committees of the Council as prescribed by the National Treasury.

- 5.1.7 Shortlist candidates for the CEO and recommend a shortlist for interviewing to Council.
- 5.1.8 May act as a special panel for the recruitment of shortlisted candidates for the CEO position if so delegated by the Council.
- 5.1.9 Provide direction on all matters of transformation within the Organisation;

6 Meetings and Quorum of Meetings

- 6.1 The Committee shall meet two times in each financial year to consider issues relevant to its mandate before the closest quarterly meeting of Council.
- 6.2 The Committee may convene additional meetings when necessary to deal with urgent matters that fall within its authority. Under exceptional circumstances, such meetings may exceed the maximum number of meetings as provided in the NFVF Act, and any shareholder policy directive issued.
- 6.3 The Office of the CEO shall convene meetings of the Committee at the request of the Chairperson or any member of the Committee by giving at least 10 working days' notice in writing.
- 6.4 The quorum for meetings of the Committee shall be a majority of members (50% + 1). Co-opted members and invitees shall not be counted in the quorum for meetings and shall not be entitled to vote.
- 6.5 In the absence of the appointed Chairperson, the members present may elect any other member present to chair the meeting.
- 6.6 The vote of a simple majority shall carry decisions of the Committee. In the case of a deadlock, the Chairperson of the Committee shall have the casting vote. Where a member has participated as part of the Committee and concurs or does not dispute a decision of that Committee, it shall not be permissible for that member to voice a contradictory view when the matter is presented to and deliberated at a Council meeting.
- 6.7 The Company Secretary will provide support to the Committee and ensure that the minutes of each meeting are recorded and circulated for inputs by Committee members.
- 6.8 The Chairperson of the Committee will present the Chairperson's Report at Council meetings as a high-level overview of the activities of the Committee.
- 6.9 Members who are absent from more than two consecutive meetings without leave of the Committee may be requested to vacate their office. The Council shall have the power to remove any member, at any time from the Committee and fill any vacancies created by such removal.

7 Decision-making process and concurrent authority of the Council

7.1 The Committee shall consider any matter relevant to it and recommend to Council for approval and noting matters that fall within its scope as provided in section 5 above.

7.2 A Committee member's judgement in respect of a matter or decision under consideration must always be exercised in the best interests of and for the sole benefit of the NFVF.

7.3 A Committee member shall be deemed to have exercised their judgement reasonably if they have taken all due care to become informed about the subject matter of the judgement and does not have a personal and/or financial interest in the subject matter thereof.

7.4 The Committee may request any documentation or information from Management to make decisions referred to in section 7.2.

8 Conflict of Interest and Confidentiality

8.1 The Committee members are obliged to disclose any interest they have within the Organisation or outside the Organisation that might interfere with the performance of their duties in line with the NFVF Conflict of Interest Policy.

8.2 A Conflict-of-Interest form will be circulated for signature before the start of each meeting.

8.3 All information that members of the Committee have access to, whether it is regarding employees and Organisational information provided to members in the furtherance of their duties, must be held and kept confidential.

8.4 The Committee and its members must safeguard all Organisational information supplied to it.

9 Performance Evaluation and Review of Terms of Reference

The Company Secretary shall facilitate the evaluation of the performance of the Committee on an annual or such other basis as the Council may determine.

10 Annual Review

The terms of reference will be reviewed by the Committee annually and approved by the Council.