



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

## **NATIONAL FILM AND VIDEO FOUNDATION COUNCIL EXECUTIVE COMMITTEE TERMS OF REFERENCE**

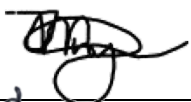

**MARCH 2024**

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Councillors:

Ms Tholoana Rose Ncheke (Chairperson); Dr Jeremiah Mofokeng (Deputy Chairperson); Ms Julie Hall; Ms Nomfundo Matlala;  
Mr Sibongiseni Mkhungo; Mr Majjang Mpherwane; Adv Senzo Ncube; Mr Louis Seeco; Ms Lala Tuku; Ms Chuma Fani;  
Ms Melany Asanda Fuma; Mr Unathi Mkiva;  
Acting Chief Executive Officer: Ms Thobela Mayinje

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Chief Executive Officer	Process Owner	
Company Secretary	Process Reviewer	

APPROVAL

The signatories hereof, confirm their acceptance of the content and authorise the adoption thereof	
	31 March 2024
Signature: Chairperson of the Council Executive Committee	Date

## **1. Purpose of this Committee**

- 1.1 The Executive Committee is established in accordance with chapter 11 of the Council Charter.
- 1.2 The Committee is constituted in compliance with the following applicable legislation:
  - 1.2.1 Section 23(1) of the Constitution of the Republic of South Africa, 1996 (Act No. 108 of 1996);
  - 1.2.2 Public Finance Management Act 1 of 1999;
  - 1.2.3 National Film and Video Foundation Act 73 of 1997;
  - 1.1.4 Culture Promotion Act 35 of 1983;
  - 1.1.5 Preferential Procurement Policy Framework Act 5 of 2000;
  - 1.1.6 Broad-based Black Economic Empowerment Act 53 of 2003;
  - 1.1.7 Intergovernmental Relations Framework Act 13 of 2005;
  - 1.1.8 Promotion of Access to Information Act 2 of 2000;
  - 1.1.9 Promotion of Administrative Justice Act 3 of 2000;
  - 1.1.10 Protection of Personal Information Act 4 of 2013;
  - 1.1.11 King IV Code of Governance;
  - 1.1.12 Generally Accepted Principles of Compliance Framework; and
  - 1.1.13 Any other relevant law of the Republic of South Africa.

## **2 Constitution of the Committee**

- 2.1 The Committee is constituted in terms of section 9(1) of the NFVF Act as established by the Council.
- 2.2 The Committee consists of the Chairperson, Deputy Chairperson, Chairpersons of Panels as well as Chairpersons of the HR&E and ARC Committees.
- 2.3 The Chairperson of the Council shall be the Chairperson of this Committee.
- 2.4 The Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”) shall be permanent invitees to the Committee.

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### **3 Authority of the Committee**

Unless otherwise determined by resolution of the Council, the Committee shall have the 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.

### **4 Governance of the Committee**

- 4.1 The Committee shall as and when necessary to consider issues relevant to its mandate. Notwithstanding the above, the Committee shall not meet more than four times in a single financial year.
- 4.2 Meetings of the Committee shall be convened by the Office of the CEO at the request of the Chairperson or any member of the Committee by giving at least 10 working days' notice in writing.
- 4.3 The quorum for meetings of the Committee shall be a majority of members. The invitees shall not be counted in the quorum for meetings and shall not be entitled to vote.
- 4.4 In the instance where there is no quorum for a meeting, decisions may be taken through round-robin amongst members of the Committee.
- 4.5 In the absence of the appointed Chairperson, the Deputy Chairperson shall preside over a meeting. If neither the Chairperson nor the Deputy are present, the members may elect any other member, provided the meeting is quorate to continue.
- 4.5 Decisions of the Committee shall be carried by the vote of a simple majority. In the case of a deadlock, the Chairperson of the Committee shall have the casting vote. Where a member has participated as part of a Committee however and concurs in a decision of that Committee, it shall not be permissible for that member to later voice a contradictory view when the matter is referred to and debated at a Council meeting.
- 4.6 All recommendations made by the Committee must be ratified and noted by Council.
- 4.7 The Company Secretary will provide support to the Committee and ensure that the minutes of each meeting are recorded and circulated for input by the Committee members.
- 4.8 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.
- 4.9 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 at any time to remove any members from the Committee for any violation of the provisions of the Council Charter and to fill any vacancies created by such removal; and
- 4.10 The term of the Committee is concurrent to the tenure of Council which is 3 years.

### **5 Duties and Responsibilities**

- 5.1 The Committee, in line with corporate governance practice, shall be responsible for the following

functions:

- 5.1.1 To advise and make recommendations to Council on strategic planning processes within the NFVF, including recommending matters to escalate to the Council in relation to the company's strategic direction
- 5.1.2 Review Annual Performance Plans and Annual reports for performance reporting purposes before submission to the shareholder.
- 5.1.3 Monitor and act on strategic risks as may be requested by the Council from time to time
- 5.1.4 Conduct the performance review and appraisal of the CEO and that of the Company Secretary.
- 5.1.5 Serve as the Internal Appeals Committee in terms of the Promotion of Access to Information Act that considers and presides over appeals lodged by aggrieved applicants who have lodged formal grievances with the NFVF, and
- 5.1.6 Appeal decisions taken by the Committee must be ratified at Council meetings.

## **5 Decision-making process and delegated authority of the Council**

- 5.1 The Committee shall consider and recommend to Council for approval any transaction that falls within its mandate, provided that such transaction has been subjected to all the necessary internal processes.
- 5.2 A Committee member's judgment 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. A Committee member shall be deemed to have exercised his/her judgment reasonably if he/she has taken all due care to become informed about the subject matter of the judgment and does not have a personal and or financial interest in the subject matter thereof; and
- 5.3 The Committee may request any documentation or information from Management to make decisions as referred to in section 6.1, read together with section 6.2.

## **6 Conflict of Interest and Confidentiality**

- 6.1 The Committee members are obliged to disclose any interest they have within the Organisation or outside the Organisation that might interfere with their performance of their duties in line with the NFVF Conflicts of Interest Policy.
- 6.2 All information that members of the Committee have access to, whether it be concerning employees or Organisational information provided to members in the furtherance of their duties, must be held and kept confidential.
- 6.3 The Committee and its members must safeguard all Organisational information supplied to it; and
- 6.4 Conflict of Interest forms will be circulated with the meeting pack for completion before the

commencement of the meetings.

## **7 Performance evaluation and review of terms of reference**

- 7.1 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; and
- 7.2 The Company Secretary shall on an annual basis initiate a review of the Terms of Reference and the Committee will recommend any changes it considers necessary to the Council.

## **8 Annual Review**

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