

## Phethoho Fm

<b>BOARD CHARTER &amp; CODE OF CONDUCT</b>
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### 1. Preamble

Board members make a significant contribution to the work of **Phethoho FM**. They offer their services, as volunteers and **Phethoho fm** values their contribution, and is committed to ensuring that the benefit received is mutual.

### 2. The Role and Responsibilities of the Board

All governance powers of **Phethoho FM** are, in terms of its Constitution, vested in the Board, which will be entitled to act on behalf of **Phethoho FM** in all matters affecting the conduct of its affairs. As the **Phethoho Fm's** governing body, the Board is responsible for the following three functions:

- **Oversight:** The Board carries responsibility to ensure that **Phethoho Fm** complies with all applicable laws and other legal obligations, including, but not limited to: the Companies Act, Income Tax Act, Labour Relations Act, Basic Conditions of Employment Act, Employment Equity Act, Compensation of Occupational Injuries and Diseases Act, Unemployment Insurance Contributions Act, Occupational Health and Safety Act, Promotion of Access to Information Act, Legal Deposit Act, Promotion of Equality and Unfair Discrimination Act and Consumer Protection Act. The Board must ensure that **Phethoho Fm** complies with its legal, fiduciary and financial obligations. This responsibility can be delegated, but it cannot be shifted. The Board must ensure that the income and assets of **Phrthoho fm** are used effectively in pursuit of its objectives.

- **Strategy:** The Board is also responsible for deciding the strategic direction of **Phethoho Fm** and must ensure that **Phethoho Fm** is suitably positioned to meet strategic priorities.
- **Leadership:** The Board should provide leadership beyond the oversight and strategy function. Board members should lead **Phethoho fm** to its vision with the benefit of its collective mind by ensuring that the experiences, qualities and skills of all board members are effectively used for the benefit of **Phethoho Fm**. They should also ensure that **Phethoho Fm** is appropriately in sync with the external environment.

The roles and responsibilities of the Board, in terms of **Phethoho Fm's** constitution and otherwise, include:

#### **Strategic Matters**

- Developing the strategic direction for **Phethoho Fm**.
- Identifying future strategies and issues that **Phethoho Fm** should address.
- Identifying developmental multi-media platforms to provide the youth and the general community with access to media facilities for development.

#### **Oversight**

- Monitor **Phethoho Fm's** progress on strategic goals.
- Ensuring compliance with applicable legislation and the execution of legal obligations.
- Ensuring that **Phethoho Fm** has a suitable risk management policy and strategy in place.
- Ensuring that **Phethoho Fm** has adopted suitable internal financial controls.
- Ensuring that the Board's responsibilities are effectively and efficiently delegated to sub-committees and staff.

#### **Resource Mobilisation**

- Ensuring that **Phethoho Fm's** has and implements a suitable resource mobilisation strategy.
- Identifying and introducing potential donors and supporters to **Phethoho Fm**.

#### **Public Image and Sustainability**

- Representing **Phethoho Fm** at meetings with third parties, or accompanying the Station Manager/CEO in doing so.
- Promoting the sustainability of **Phethoho Fm**.
- Managing a sound relationship between **Phethoho Fm** and its stakeholders. Ensuring that **Phethoho Fm's** sustainability, strategic direction, risk management and resources are effectively integrated.

#### **Programme Matters**

- Providing strategic support and problem solving to **Phethoho Fm** programmes.
- Reflecting on the relevance of changes in the external environment to **Phethoho Fm's** vision, mission and programme strategy.
- Monitoring the suitability of **Phethoho Fm's** information management systems.
- Providing such technical assistance in relation to the activities of **Phethoho fm** as may be practical and possible.

#### **Human Resources**

- Providing support, assistance and advice to the Station Manager/CEO.
- Appoint and support the Station Manager and appraise his/her performance.
- Ensuring that **Phethoho Fm** adopts and implements suitable Human Resources and Remuneration Policies.

### **3. The Nature of the Board**

The Board members are elected and appointed at **Phethoho fm's** Annual General Meeting, and holds office for 2 years. The Board comprises of various high level multi-media experts, community leaders as well as representatives from community and youth organisations, and special interest groups in the jurisdiction of the district.

**Phethoho FM** operates as a coalition of individuals and organisations that work in partnership on agreed strategies. Individual Board members, bring critical issues forward to the operations of the Board, so that strategic planning of the organisation may capture important issues that need to be addressed or advocated for. Whilst the Board brings with it a range of different ideas and contributions it is important to note that the core business of **Phethoho Fm** is clearly stated within its mission statement. All activities of the organisation must therefore remain central to its mission and area of operation, which is clearly captured yearly within its business plan.

## **4. Expectations and Responsibilities of Board Members:**

### **4.1 Committee Meetings:**

#### **Frequency of Meetings:**

- ☐ The Board will meet for:
  - a. Board Meetings should be held at least once every quarter which meetings may last between half a day or, if on a Saturday, a full day.
  - b. Further Board Meetings shall be held as may be required, if circumstances demand.
  - c. Annual General Meetings and a Strategic Planning Sessions, once a year respectively.

#### **Occasionally:**

From time to time Board Members may be requested to meet as or participate in a small working group.

#### **Attendance, Participation and Disclosure:**

- ☐ Board members are expected to:
  - a. Attend all Board Meetings, the Annual General Meeting and Strategic Planning Sessions.
  - b. Attend and participate in all meetings of sub-committees to which the Committee member has been appointed or elected.
  - c. Inform the Chairperson or the Station Manager/CEO at least two days prior to the Board meeting if he/she is unable to attend.
  - d. Come prepared to **Phethoho fm** meetings, i.e. having read and analyzed the documentation and having reviewed minutes of the previous meeting.
  - e. Participate constructively and candidly in discussions of the Board.
  - f. Appropriately share their knowledge, skills and experience in the best interests of **Phethoho Fm**.
  - g. Execute all tasks delegated to him/her by the Board.
  - h. Disclose any actual or potential conflict of interest to the Board.
  - i. Disclose any relevant particulars of an actual or potential conflict of interest to the Board.

- ❑ It is also not considered beneficial for a Board member to miss more than one consecutive meeting, or is away for the majority of meetings. If this were the case, the Board would take a decision as to whether it was still in the interest of **Phethoho Fm** to have the individual participate as a member of the Board.

**Quorum:**

- ❑ The quorum necessary to transact of any business by the Board is three Board members.

**Agenda & Minutes:**

- ❑ The Secretary in consultation with the Station Manager/CEO, must ensure that the Agenda and supporting documents for the minutes are prepared and circulated at least three days before the date of the Board Meeting.
- ❑ The Board must ensure that proper minutes are kept of its proceedings, and a record of the persons present at each meeting. The minutes must be signed by the Chairperson or the Deputy Chairperson or the other member who chairs the meeting and the Secretary, and must be available at all times for the inspection or copying by any member of the Board, and on two (2) days' notice.

**Delegation:**

The Board may delegate certain tasks to suitable sub-committees provided that:

- ❑ The delegation of tasks to sub-committees should take place through a written Terms of Reference.
- ❑ The Terms of Reference should be reviewed annually.
- ❑ The effectiveness of the sub-committee should be evaluated annually by the Board.

**Induction of new Board members:**

All new Board members are expected to undergo a suitable board induction programme once appointed or elected as Board members.

**Evaluation and Skills Development:**

The Board must regularly evaluate its own performance and identify whether any of its members should receive training on board governance.

The Board must annually evaluate the effectiveness of the Executive Committee and Internal Audit Committee

#### **4.2 Duties of Office-Bearers**

The Chairperson, Deputy-Chairperson, Secretary, Treasurer are elected by the Annual General Meeting and other additional members elected by the AGM shall be assigned tasks by the Board. Although some tasks are delegated to individual Committee members, the ultimate responsibility for governing **Phethoho fm** vests with the Board as a collective.

The specific duties of the office-bearers are as follow:

##### **Chairperson:**

The Chairperson is responsible for assuring that **Phethoho fm** operates according to the mission, policies and practices identified by its membership. In particular the Chairperson will:

- ❑ Ensure the production of an annual report and audited financial statements.
- ❑ Ensure that the Board is managed in such a manner so as to assure the effective performance of the Board and the Station Manager.
- ❑ Represent **Phethoho Fm** at appropriate official functions and meetings.
- ❑ Liaise with other stakeholders on behalf of other Board members and the broader **Phethoho Fm** membership.
- ❑ The Chairperson also takes responsibility for chairing the Board meetings and preparing the agenda for these meetings in consultation with the Secretary and the Station Manager/CEO.
- ❑ Ensure appropriate space for effective participation of Board members and fair allocation of tasks amongst members.
- ❑ Ensure that decisions and tasks allocated are executed and timeously reported on.
- ❑ Ensure conflict of interests is managed appropriately.
- ❑ Ensure that new Board members are properly inducted into **Phethoho Fm** and that the performance of board members are regularly evaluated.
- ❑ Guide the Secretary and Station Manager/CEO in preparing the agenda for Committee and member meetings.
- ❑ Support and appraise the performance of Station Manager/CEO.
- ❑ Represent **Phethoho Fm** at strategic events.
- ❑ Monitor **Phethoho Fm's** progress on strategic goals.
- ❑ Annually prepare a Chairperson's report.
- ❑ Mentor the Deputy-Chairperson for the position of Chairperson.

##### **Deputy-Chairperson:**

The Deputy- Chairperson will:

- ❑ Discharge the duties of the Chairperson in his or her absence.

- ❑ Liaise closely with the Chairperson and execute tasks delegated by the Chairperson.
- ❑ Report to the Chairperson on tasks allocated.
- ❑ Nurture a productive working relationship with the Chairperson and the Station Manager.

**Treasurer:**

The Treasurer has the delegated responsibility to ensure that the financial affairs of **Phethoho Fm** are properly appreciated by the Board. The Treasurer will:

- ❑ Monitor the financial performance and records of **Phethoho Fm**.
- ❑ Ensure that quarterly financial reports are presented to the Board, with an explanation of variances as they arise.
- ❑ Review and provide guidance on the annual budget; once it has been presented by the Station Manager/CEO and that any proposed changes have been made following consultation with the Board.
- ❑ Ensure the financial practice is consistent with the approved policies.
- ❑ Ensure that **Phethoho Fm** complies with the recommendations of the Audit Committee that have been approved by the Board.
- ❑ Report on the audited financial statement at an Annual General Meeting.
- ❑ Meet with the audit committee upon completion of the audit to review the draft audited financial statements.
- ❑ Assist the Board to understand its financial obligations.

**Secretary:**

Duties of the elected secretary will include:

- ❑ Ensure proper recording of **Phethoho Fm** meetings and storage of minutes.
- ❑ Maintain attendance records.
- ❑ Ensure that notices and minutes of meetings and supporting documents are circulated on time.
- ❑ Ensure that official documents and records are properly indexed, safeguarded and stored.
- ❑ Ensure that the Board keeps track of important dates, including: reporting dates, annual returns, tax returns, closing dates for funding applications, **Phethoho Fm** and other events.

#### **4.3 Communication:**

- ❑ Read documentation forwarded by the **Phethoho Fm** Office.
- ❑ In the case when **Phethoho Fm** has to respond to an urgent issue between meetings, the Station Manager may fax out a briefing for comment. The Station Manager/CEO may from time to time telephonically contact committee members when an urgent decision or response is required.
- ❑ Occasionally a Board Member could be requested to represent at a meeting or to accompany the Station Manager/CEO
- ❑ Board Members could be called on to assist in the technical assistance and input into a drafting a letter or assisting in the compiling of specific documentation, such as the quarterly newsletters, annual report and the organizational business plan.

#### **5. Code of Conduct:**

Board Members are expected to adhere to the following Code of Conduct. Behavior understood to be non-compliant with the Code of Conduct and the responsibilities underlined in this document can result in the Board recommending that a member forfeit his/her position on the Board.

##### **5.1 Confidential information and whistle blowing:**

Members of the Board must:

- ❑ Treat all matters pertaining to litigation, security measures, contractual negotiations, employment matters and any other matters deemed confidential by the Board, as confidential and only disclose actual decisions made by the Board outside of the Board, but only if so directed by the Board.
- ❑ Notify **Phethoho Fm's** Chairperson in writing of any concerns of organisational irregularities. If the Chairperson fails to respond and/or to take appropriate action, the Board member should raise it with the Board. If the Board fails to respond and/or to take appropriate action, the member should raise it with the other such offices that are mandated to provide alternative recourse.

##### **5.2 Conflicts of Interest:**

Noting that the Board of **Phethoho Fm** is comprised primarily of individuals holding positions in other organisations in the same sector, it must be recognised that conflicts of interest may occur in areas around access to resources, with regard to funding or sponsorships. Board Members are expected to adopt openness and honesty in discussions related to these issues. Relevant members of the Board must:



- ❑ Disclose in writing any actual or potential conflict of interest a matter pertaining to **Phethoho Fm** to the Board.
- ❑ If so requested by the Board, state their position in the matter and to respond to pertinent questions.
- ❑ Not vote or use their influence on a matter where they have a conflict of interest.

### 5.3 Remuneration:

- ❑ Board Members shall not be in receipt of any remuneration, but shall be reimbursed for the subsistence and travelling costs for meetings. It is generally understood that the role of a board member is that of voluntary service. From time to time, the Board may call on a member to provide some assistance outside the normal requirements of their commitment to **Phethoho Fm**. The Board may in such instances make a decision at a board meeting to remunerate the member for a specific task outside the normal duties of a board member.
- ❑ No board member shall use his/her position within **Phethoho Fm** to further the manufacture, distribution, promotion, and sale of any materials, products or services in which he/she has either direct or financial interests.

### 5.4 Acting with care and skill:

The Board is expected to pay attention to the following areas of the organisations functioning:

- ❑ The overall strategy, plans and policies: To see they are in line with the organisations mission statement and guiding principles.
- ❑ The use of resources: To see that they are being used efficiently, to maximum effect, and in line with approved budgets and plans. This requires that particular attention must be paid to finances, financial policies, controls and the appointment of auditors.
- ❑ The organisations policies: To see that they are adequate; they comply with legal requirements and are implemented within the organisation.
- ❑ The fundraising, investment and income gathering policies and plans: To see that they are appropriate to ensure the ongoing existence of the organisation. Board Members have a role to play in meeting with funders and promoting the organisation.

**5.5 Fulfilling Portfolio Obligations:**

If the Board Members accept a task or are assigned to a portfolio, they are responsible for fulfilling that responsibility, and reporting on it to the Board or its office bearers.

**5.6 Taking responsibility for the well-being of the Board itself:**

The Board is responsible for seeing to the well-being of the Board; this would include responsibilities, such as:

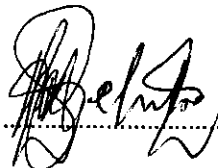
- ☐ Recruiting carefully chosen members, making sure that there is diversity both in terms of demographics, gender and in terms of the skills, experience and knowledge that the members bring.
- ☐ Ensuring that there is a reasonable turnover on the Board, whilst ensuring sustainability.
- ☐ Identify areas that require greater capacity within the Board and propose ways to promote training and support of Board members.

**5.7 Gender, Racial, Cultural and Religious Issues:**

- ☐ Board Members need to be sensitive to gender, racial, cultural and religious issues in all discussions and decisions.
- ☐ Ensure that there are no inconsistencies in their decisions, actions and no contradictions with the Constitutions of South Africa and the Bill of Rights with generally accepted practices of non-discrimination.

Signed by:

Chairperson: .....



Date: 15/01/2020

## Phethoho fm

# GOVERNANCE POLICY

### Introduction

Governance in the community based sector is concerned with the systems and processes that ensure the overall direction, effectiveness, supervision and accountability of an organization.

Board members take ultimate responsibility for the governance of their organisations. However, governance is not a role for Boards and Board members alone. Governance is also concerned with the way Boards work with Chief Executives and staff (where appointed), volunteers, service users, members and other stakeholders to ensure their organization is effectively and properly run and meets the goals for which the organisation was set up.

### Purpose

The Governance Policy is intended to clarify the content of the organisation's constitution by making explicit the underlying principles of governance approved by the organisation.

This policy does not cover legal or ethical issues concerning the role of the Board or its members, which are addressed separately elsewhere.

### Policy

1. The Board of the organization is an elective, representative, and collective body.
  - a. It is elective, in that the determination of Board members is the prerogative of members through the election process.
  - b. It is representative in that no member can be mandated by their constituency to adopt a particular position if they do not believe it to be in the best interests of the organisation. Whatever the constituency of any member, all members are committed to acting **selflessly** and making decisions and voting on governance decisions solely in the best interests of the organisation.
  - c. It is collective, in that while each member should put the point of view of their electoral constituency, and each member has the right to argue for their own point of view and to vote for that position, once a collective decision has been taken Board members are required to support that decision.

2. The function of the Board of the organisation is to collectively ensure the delivery of its objects, to set its strategic direction, and to uphold its values. The Board should collectively be responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and is complying with all its legal, financial, and ethical obligations. The responsibilities of the Board that cannot be delegated to any other person or body include
  - a. Compliance monitoring – ensuring compliance with the objectives, purposes and values of the organisation, and with its constitution
  - b. Organizational governance – setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them
  - c. Strategic planning – reviewing and approving strategic direction and initiatives
  - d. Regulatory monitoring – ensuring that the organisation complies with all relevant laws, regulations and regulatory requirements
  - e. Financial monitoring – reviewing the organization's budget, monitoring management and financial performance to ensure the solvency, financial strength and good performance of the organisation
  - f. Financial reporting – considering and approving annual financial statements and required reports to government;
  - g. Organizational structure – setting and maintaining a framework of delegation and internal control
  - h. Leadership selection – selecting, evaluating the performance of, and if necessary dismissing the organization's Chief Executive Officer (CEO)
  - i. Succession and remuneration planning – planning for Board, CEO and executive succession, and determining senior management remuneration
  - j. Risk management – reviewing and monitoring the effectiveness of risk management and compliance in the organisation; agreeing or ratifying all policies and decisions on matters which might create significant risk to the organisation, financial or otherwise
  - k. Dispute management – dealing with and managing conflicts that may arise within the organisation, including conflicts arising between Board members, staff, the CEO, members, volunteers, or service users.
  - l. Social responsibility – considering the social, ethical and environmental impact of all activities and operations and ensuring that these are acceptable
  - m. Board performance and composition – evaluating and improving the performance of the Board

### 3. Relationship with management

The Board should focus on the strategic direction and the core policies of the organisation, and avoid becoming involved in day-to-day operational decisions. Where individual Board members do need to become involved in operational matters, they should separate their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).

## **Procedures**

### 1. Internal controls

The Board should set and maintain policies and procedures, and systems of financial control, internal control, and performance reporting. The Board should ensure that there is a system for the regular review of the effectiveness of its financial control, internal control, performance reporting, and policies and procedures.

### 2. Managing risk

The Board should undertake a full risk assessment (either periodically or on a rolling basis) and take appropriate steps to manage the organization's exposure to significant risks. The Board must regularly review the risks to which the organisation is subject, and take action to mitigate risks identified.

### 3. Board review

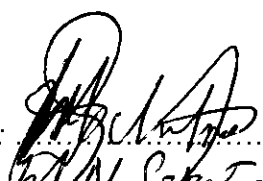
The Board should ensure that there is a system for the regular review of its own effectiveness in meeting its responsibilities.

## **Responsibilities**

1. It shall be the responsibility of the Board to establish and maintain policies and procedures, and systems of financial control, internal control, and performance reporting.
2. It shall be the responsibility of the Board to clearly demarcate and delegate the functions of sub-committees, officers, the CEO, and other staff and agents.

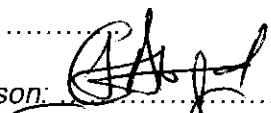
3. It shall be the responsibility of the CEO to address key management and operational issues within the direction and the policies laid down by the Board, including
- Developing and implementing organizational strategies and making recommendations to the Board on significant strategic initiatives;
  - Making recommendations for the appointment of staff, determining terms of appointment, evaluating performance, and developing and maintaining succession plans for staff;
  - Developing the annual budget and managing day-to-day operations within the budget;
  - Maintaining an effective risk management framework;
  - Keeping the Board and regulators informed about any developments with a material impact on the organization's performance; and
  - Managing day-to-day operations in accordance with agreed standards for social, ethical and environmental practices.

#### Authorization

1. Signature of Chairperson: 

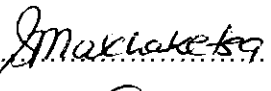
Name of Chairperson: W. M. Sebina

Date: 15/01/2020

2. Signature of Vice-Chairperson: 

Name of Vice-Chairperson: Thabo David Thulo

Date: 15 January 2020

3. Signature of Secretary: 

Name of Secretary: MODIEHI SELINA MAKHAKETSI

Date: 15-JANUARY 2020