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SAESI DIRECTORS MEETING # 8

MINUTES OF THE SOUTHERN AFRICAN EMERGENCY SERVICES INSTITUTE NPC DIRECTORS MEETING #8 Held on 6 and 7 April 2016, at Eagle's Nest, 3 Disa Street, Kempton Park

1. OPENING OF THE MEETING

Mr. Dino Padayachee as Chairman of the Board opened the meeting at 10h23 and welcomed all in attendance including Mr. PDF Rudolph. Mr. R Janse van Vuuren was requested to open proceedings with a short prayer.

2. DISCLOSURE OF INTEREST

None of the Directors had any pecuniary or non-pecuniary and or other personal interest to declare with regards to the Agenda items and or unlisted items for this meeting.

3. ANNOUNCEMENTS

None

4. CONSTITUTING OF MEETING

4.1 Quorum 3/4

The Meeting was Quorate with all Directors present.

4.2 Present

Wednesday 6 April 2016

D Padayachee	-	Chairman of the Board (President)
M Ramlall	-	Vice Chairman of the Board (Vice President)
R Janse van Vuuren	-	Director Treasurer (Chairperson: Administration Working Group)
S van den Berg	-	Chief Executive Officer
PFD Rudolph	-	Chairperson: Events and Marketing Working Group

Visitors/Guests

Me. Lee Raath-Brownie - Fire Rescue International
Mr. Sean Macnamara - Interact Media Defined
Me. Mari Macnamara - Interact Media Defined

Thursday 7 April 2016

D Padayachee - Vice Chairman of the Board (President)
M Ramlall - Director (Vice President)
R Janse van Vuuren - Director Treasurer (Chairperson: Administration Working Group)
S van den Berg - Chief Executive Officer

Visitors/Guests

Mr. A Hay - Ecsponent Financial Services
Mr. J du Toit - Ecsponent Financial Services

4.3 Apologies

Not applicable, all Directors present.

4.4 Absent without apology

None/N/A

4.5 Approval of Agenda

The Board of Directors agreed to have item *4.5 Approval of Agenda* as a standing item on all future Agendas.

Unlisted items for discussion on April 7 was approved as indicated under item 9. Unlisted Agenda Items.

5. SAESI Conference, Exhibition and Learning Symposium 2017

{Me. S van den Berg left the Board Meeting between 11h20 – 11h21}

5.1 Presentation and Q & A by Me. Lee Raath-Brownie, MD FRI Media Pty Ltd

{A comfort break was taken at 11h45. The Meeting resumed at 12h10}

5.2 Presentation and Q & A by Mr. Sean Macnamara, MD Interact Media Defined

5.3 Presentation and Q & A by Mr. Richard Stubbs, Event Manager - Spintelligent

The Board of Directors took note of the fact that Spintelligent withdrew from the opportunity siting that unless Spintelligent holds full ownership of the event the company would not be interest in such an endeavour.

{The Board Meeting adjourned for lunch at 13h50 and continued from 14h21}

The Board of Directors agreed after discussion that the Advantages and Disadvantages of each presentation/company will be listed and compared for a thorough and informed decision to be taken on appointing the partner to present the 2017 SAESI Conference, Exhibition and Learning Symposium.

{Mr. R Janse van Vuuren exited the Board Meeting at 14h47 and returned at 14h55}

{Mr. R Janse van Vuuren exited the Board Meeting at 15h47}

{A comfort break was taken at 15h49. The meeting resumed at 16h09}

Board of Directors Resolution# 50 - Media Partnership

- a) The Board of Directors approved the appointment and entering into an agreement with Me. Lee Raath-Brownie, MD Fire and Rescue International as the partner with SAESI to present the 2017 SAESI Conference, Exhibition and Learning Symposium, with the project being chartered by Mr. PDF Rudolph as Chairperson of the Events and Marketing Working Group.
- b) The Board of Directors approved that the venue will be retained at a suitable venue in Gauteng,
- c) The Board of Directors agreed to the dates for the event to be during the first week of November 2017.
- d) The Board of Directors tasked Mr. R Janse van Vuuren to draw up an agreement contract for signature between SAESI and Fire and Rescue International.
- e) The Board of Directors tasked Me. S van den Berg to communicate the decision(s) to Me. Raath-Brownie, as well as letters of appreciation and unsuccessful bidding to the other companies invited.

{Mr. Rudolph was excused from the meeting at 16h20}

6. ADOPTION OF MINUTES

The Board of Directors approved the minutes of the **Board of Directors Meeting # 7 – 28 & 29 January 2016** tabled as a true reflection.

7. MATTERS ARISING

7.1 Resignation as Director and Chairman of the Board – Mr. OS Masibi

The Board of Directors acknowledged the receipt of the resignation by Mr. OS Masibi for personal reasons as a Director and Ipso Facto Chairman of the Board of Directors.

Board of Directors Resolution # 51 - Chairmanship of the Board due to Resignation as Director and Chairman of the Board – Mr. OS Masibi

The Board of Directors agreed to the assignment of the Chairmanship of the Board of Directors to Mr. D Padayachee and the Vice Chairmanship to Mr. M Ramlall until June 2017.

7.2 Matters arising item for item as per the Decision and Resolution Register namely;

7.3.1 Adoption of Minutes – Pg. 8 CONCLUDED

7.3.2 Terms of Reference of the Board of Directors of the Southern African Emergency Services Institute NPC. Pg. 8-11 CONCLUDED

7.3.3 Resolution # 27 – Posting of Adopted Minutes – Pg. 11 CONCLUDED

7.3.3 Standing Agenda Items – Pg. 12 CONCLUDED

7.3.4 Resolution # 29 - Report back on the outsourcing of the company secretarial responsibility – Pg. 12 CONCLUDED.

However, the Board of Directors added a **Rider to the Resolution # 29** namely;

The Board of Directors instructed that the candidates, Mr. Chris Lambrecht (Free State), Mr. Siphon Ngcobo (KZN Inland/Pietermaritzburg), Mr. Phillips (KZN Coastal/Durban) and Mr. Louis Engelbrecht (Eastern Gauteng/Ekurhuleni). be put on record as first line contact if legal services/actions are needed in house for the interim period until June 2017.

7.3.5 Submission of Agenda for the scheduled next Executive Committee Meeting – Pg. 12 CONCLUDED

7.3.6 Resolution # 31 – Adopted Agenda EXCO – Pg. 13-14 CONCLUDED

7.3.7 Resolution # 32 – Proposed Budget and Processes to be submitted and dealt with – Pg. 14 CONCLUDED

7.3.8 Roles and Responsibilities of board members and dress code at the conference – Pg. 14 – CONCLUDED

7.3.9 Alignment of meetings of the branches with the new proposed schedule – Pg. 15
CONCLUDED

7.3.10 Report on the relocation of head office/ establishing of a SAESI house: Decision
Adopted – Pg. 15 CONCLUDED

7.3.11 Resolution # 34 - Relocation of head office/ establishing of a SAESI house – Pg. 15
CONCLUDED

7.3.12 Resolution # 36 - April 2015 examination problems - KZN inland branch Pg. 16
CONCLUDED

However, no response was received from Students and the Branch Chairperson or
Representatives. The Board of Directors added a **RIDER to Resolution # 36** namely;
**In light of the lack of acknowledgement and response from any and all students namely:
A Singh, T Govender and ME Dlamini as well as from the Branch Chairperson or
Representatives to make use of the opportunity to re-write the examinations in question
or have the monies refunded, the Board of Directors consider this matter concluded.**

7.3.13 Short Courses - BAC, AEA AND CCA – Pg. 16 CONCLUDED

7.3.14 Report back on Working on Fire – Pg. 17 CONCLUDED

7.3.15 Resolution # 40 - Professionalization of the Southern African Emergency Services
Institute NPC – Pg. 17

The Board of Directors added a **RIDER to Resolution # 40** namely;

**The Board of Directors tasked Mr. M Ramlall to engage with Mr. Pretorius and Mr.
Manuel in order to clearly define the roles and responsibilities with regards to the DQP,
AQP and Qualifications Alignment in order to clear the disproportion currently being
experiences.**

Board of Directors Resolution Adopted # 52 – LG Seta and NQF4 Fire Fighter Qualification

The Board of Directors tasked Me. S van den Berg as CEO to engage with the CEO of
LGSETA on the detailed agreement reached with regards to the refunding of the financial
responsibility of the Road Shows and future liabilities in establishing the new Fire Fighter
Qualification to SAESI.

7.3.16 Resolution # 40 - Professionalization of the Southern African Emergency Services
Institute NPC – Pg.17-18 – a) ON GOING b) CONCLUDED

8. Appointment of Chairpersons and members to statutory Board Committees

Board of Directors RIDER to Resolution # 44 - Appointment of Chairpersons and members to statutory Board Committees

a) The Board of Directors agreed that the candidates as identified under Resolution # 44 (BOD
Meeting # 7 – 28 & 29 January 2016) be invited for an official engagement on the matter during
the events scheduled at Ekurhuleni in celebration of the International Fire Fighters day and
Chaplaincy prayer day on 4th of May 2016.

b) The Board of Directors approved acceptance letters be prepared for signature by the parties.

9. Risk Register

The item formed part of the Report to Exco from the Chairperson: Administration Working
Group. No commentary has been received on it, however it is an ongoing standing item to be
revisited from time to time.

10. Financial Reporting

10.1 Long Term Investment

Mr's Anton Hay and Jannie du Toit of Ecsponent presented the Board of Directors with investment opportunities and financial planning with regards to the re-investment of the current Fixed Investment with ABSA at R5 Million that will mature on 5 June 2016.

Board of Directors Resolution # 53 - Long Term Investment

- a) The Board of Directors approved the re-investment of the R5 Million current Fixed Investment at maturity with Ecsponent on a 5-year Income and Growth plan,
- b) The Board of Directors tasked Mr. R Janse van Vuuren to champion the investment agreement with Ecsponent.
- c) The Board of Directors approved the monthly interest received as well as R 15000.00 per month equivalent to the rental saving to be deposited into a money market growth account.

10.2 With regards to the EXCO Resolution calling for commentary on the inclusion of SAESI in the Fire and Rescue International Magazine, no commentary was received. As such the Board of Directors conclude and approve that an agreement be entered into with Fire and Rescue International.

Board of Directors Resolution # 54 - SAESI Magazine

- a) The Board of Directors approved that an agreement contract be entered into with Fire and Rescue International Magazine to include SAESI News and Publicity,
- b) That the agreement will protect and promote the identity of SAESI through prominence on the cover page and in the published content.

10.3 With regards to a proposal discussed at the Administration Working Group Meeting siting an opportunity to advertise in the Club X Magazine, the CEO reported that a re-negotiated price was afforded from R 21000.00 to R 15000.00 for a full page, full colour advert.

Board of Directors Decision – Club X Magazine

The Board of Directors supported the publication of an advert in the Club X Magazine in accordance to the MOI and Companies Vision for SAESI going forward.

10.4 Board of Directors Resolution # 55 – Delegation Limitation on interaction with external parties

- a) The Board of Directors agreed that a limit be placed on delegation representation of SAESI in the efforts to enter into agreements with or establish working relations with external role-players, this is in accordance with the TOR of the Working Groups siting a limit of between 3 and 5 delegates.
- b) That the limit be inscribed in the Travel and Subsistence Policy of the Company.

11. LISTED AGENDA ITEMS

11.1 Business Continuity Plan

Inclusive of the Risk Register – On Going item

11.2 Representation of SAESI at Road Incident Management System: National RIMS

Mr. M Ramlall gave extensive background information pertaining to the subject. No Decision or Resolution resulted. However, the Item needs to be revisited in the future and cannot be considered concluded.

11.3 Fire Brigade Board dormancy since 2005

11.4 NAFSAC – the National Fire Services Advisor Committee dormancy

Discussion took place on both items as the content overlaps and intertwine. No Decisions or Resolution taken. However, the items will be revisited once the appointments are made with regards to the Audit and Risk and Nominations Committees to the Board.

11.5 Signing of MOU with LGSETA

Mr. D Padayachee to forward the document in reference to Head Office.

11.6 Professionalization of SAESI

Me. S van den Berg informed the Board that the application for Professionalization have been submitted to SAQA and have been acknowledged by SAQA. Feedback from the committee lead Mr. Bosch at SAQA have thus far been positive and currently documentation as requested is being compiled for submission.

11.7 Relocation and Establishing of SAESI House

Me. S van den Berg informed the Board that the purchase of the SAESI House has been successfully done. Outstanding matters are now the transfers, clearances and eventually the occupancy of the property.

9. UNLISTED AGENDA ITEMS

9.1 Integrated Reporting – Mr. M Ramlall

Mr. Ramlall informed the house on his efforts and progress with regards to the Company Rules on Integrated Reporting and Projects.

Board of Directors Resolution # 56 - Integrated Reporting

- a) The Board of Directors noted and expressed its gratitude for the quality work done by Mr. Ramlall with regards to the report on Integrated Reporting
- b) The Board of Directors approved his continuation on the item to be tabled at the next Board of Directors meeting for adoption

9.2 HO Personnel/Organogram – Mr. R Janse van Vuuren/CEO

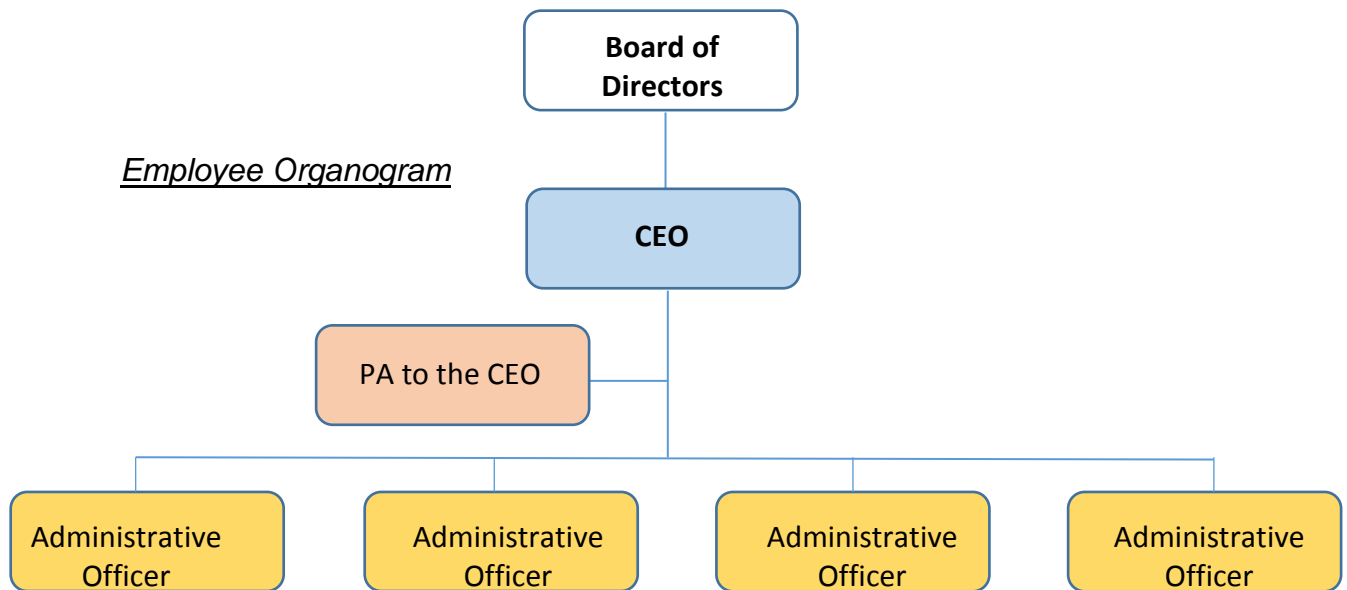
Me. S van den Berg withdrew the report and recommendations except the recommendation with regards to the consideration of the Personal Assistant position to the CEO.

Board of Directors Resolution # 57 – Head Office Personnel

- a) The Board of Directors of the Southern African Emergency Services Institute NPC have instructed the CEO Me. S van den Berg to act as and fully comply with immediate effect to the requirements of the designation of CEO afforded to her as from 1 October 2015.
- b) The Board of Directors have instructed the CEO to address any and all issues, matters, prohibitions, problems preventing her from successfully executing this mandate through any and all appropriate actions necessary as a matter of urgency.

Board of Directors Resolution # 58 – Head Office Personnel

- a) The Board of Directors have restructured the Head Office Personnel Organogram accordingly.



- b) The Board of Directors approved the New Designation of Personal Administrative Assistant to the CEO with a starting remuneration of R 9000-00 per month cost to company.
- c) The Board of Directors approved the advertisement and appointment of the position of PA internally.
- d) The Board of Directors approved that should a suitable internal applicant not be found the position will be advertised externally.
- e) The Board of Directors restructured all Administrative Officer Employment Designation and Job Descriptions to be equal in Responsibility and Duties and have regulated the remuneration packages equily in accordance to be R 7500-00 per month cost to company.
- f) The Board of Directors have re-instated and re-iterated the decision to task secretariat duties as part of the Job Description of any and all Administrative Officers.
- g) The Board of Directors approved the updating and restructuring of the Job Description in accordance to the Company Rules and Board of Director Directives.

The Board of Directors took note and acknowledge the resignation of Me. RS Burger as submitted.

9.3 Resignation of Mr. PCJ Brits – Chairperson: Research and Development Working Group and the current Non-functionality of the Working Group

Board of Directors Resolution # 59 – Chairperson: Research and Development Working Group

- a) The Board of Directors agreed that Mr. Clinton Manuel be nominated as Chairperson of the Research and Development Working Group until June 2017
- b) The Board of Directors tasked Me. S van den Berg to communicate his nomination and inform his employer accordingly.

9.4 Corporate Membership

Applications received for corporate membership from Phila Smart Advance Ambu Services – Dundee and Collaborative Risk Applications – Boksburg.

Board of Directors Resolution # 60 – Corporate Membership

- a) The Board of Directors approved a moratorium on Corporate Membership until clearly defined Terms and Conditions as well as realistic realignment of the fee for Corporate Membership.
- b) The Board of Directors tasked Mr. R Janse van Vuuren as Chairperson of the Administration Working Group to finalise said criteria and fee.

10. Next Board of Directors Meeting

03 June 2016

11. Closure of Meeting

Mr. D Padayachee closed the meeting at 18h14

Mr. D Padayachee
Chairman of the Board
President

Date