

## Contact Details:

Phone: 011-660 5672  
Fax2Email: 086 544 0008  
Fax: 011 660 1887  
Email: info@saesi.com  
Website: www.saesi.com



## Addresses:

295 Jorissen Street, Off Voortrekker  
Monument  
KRUGERSDORP, 1739  
  
PO Box 613, KRUGERSDORP, 1740

## SAESI DIRECTORS MEETING # 10

### MINUTES OF THE SOUTHERN AFRICAN EMERGENCY SERVICES INSTITUTE NPC DIRECTORS MEETING # 10 Held on 28 and 29 September 2016, at SAESI Head Office, 295 Jorissen Street, Monument, Krugersdorp.

#### 1. OPENING and WELCOME

Mr. Dino Padayachee as Chairman of the Board opened the meeting at 17h29 and welcomed all in attendance. Mr. R Janse van Vuuren was requested to open proceedings with a short prayer.

#### 2. CONSTITUTING OF MEETING and ATTENDANCE

##### 2.1 Quorum 3/4

The Meeting was Quorate with all Directors present.

##### 2.2 Present

##### Wednesday 28 September 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  |

##### Thursday 29 September 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  |

##### 2.3 Apologies

All Directors present. Not applicable

## **2.4 Absent without apology**

All Directors present. Not applicable

## **3. DISCLOSURE OF INTEREST**

### **3.1 Declarations Received:**

D Padayachee - Chairman of the Board of Directors  
M Ramlall - Vice Chairman of the Board/Executive Director  
R Janse van Vuuren - Honorary Treasurer/Executive Director  
S van den Berg - CEO/Non-Executive Director

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.

## **4. ANNOUNCEMENTS**

The CEO informed the Board of Directors that Administrative Officer MC Monageng is pregnant, and the Board extended a gratulatory message to Ms. Monageng.

## **5. ADOPTION OF MINUTES**

### **5.1 Adoption of Minutes of Previous Board of Directors Meeting # 9 – 9 & 10 June 2016**

The Board of Directors adopted the minutes of Board of Directors Meeting # 9 held on 9 and 10 June 2016 respectively as a true reflection of proceedings.

### **5.2 Matters Arising from Board of Directors Meeting # 9 – 9 & 10 June 2016**

#### **5.2.1 Appointment of Chairpersons and Members of Statutory Board Committees**

#### **BOD Resolution # 44 - Appointment of Chairpersons and Members of Statutory Board Committees**

- a) The Board of Directors tasked the CEO to draft a letter indicating the intend and motivation for approaching Dr. Sithole, Mr. Moses Khangale and Ekurhuleni Financial Officer through the office of Mr. Masibi inviting them to preside as Non-Executive Directors of the Board of Directors of SAESI.
- b) The Board of Directors tasked the CEO to circulate said letter to the members of the Board for input and approval, prior to forwarding to said identified candidates.

Concern was raised with regards to the overdue outstanding appointments of Non-Executive Directors and the successive establishment of the Statutory Board Committees. Sighted as most challenging are to secure appointments and or commitments from the identified candidates.

The Board agreed that the identified candidates should still be approached and other equally efficacious candidates approached namely;

- Mr. Moses Khangale - National Disaster Management Centre
- Dr. Elias Sithole - CoGTA
- Candidate through the office of Mr. OS Masibi - Ekurhuleni Metropolitan Municipality: Governance and Risk Practitioner
- Mr. Schalk Walters - QCTO
- Mr. Ken Terry - National Disaster Management Centre

## **BOD ADDITIONAL RIDER to Resolution # 44 RIDER - Appointment of Chairpersons and Members of Statutory Board Committees**

- a) The Board of Directors tasked the CEO to finalise the letter of intent and acceptance inclusive of the clear criteria for a Director.
- b) The Board of Directors approved that the letter be circulated to Mr. M Ramlall for correction and or editing.
- c) The Board of Directors approved the circulation of said letters to the identified candidates upon finalisation.

{Mr. M Ramlall left the meeting at 06h55 and returned at 06h57}

## **5.2.2 BOD Resolution # 64 - Financial Statements for the year 2014-2015 ending 30 September 2015**

The Board of Directors took note of the information and feedback from the CEO and continuous nature of the item for all Prescribed Officers to ensure measures are in place to prevent over expenditure and keeping within the budgetary confines.

## **5.2.3 BOD Resolution # 66 – Risk Register**

The Board of Directors took note of the information and feedback from the CEO on the progress with regards to the acquisition of Insurance Cover for Public Liability to the value of R 10 000 000-00 and the SAESI House asset. The Board of Directors proposed to finalise the matter through a broker with effective comparison to finalise said insurances and services provider appointments.

## **5.2.4 BOD Resolution # 68 - Risk Register**

The Board of Directors took note of the information and feedback from the CEO on the progress regarding inconsistencies perpetrated by the seller of SAESI House property and removed equipment.

## **5.2.3 BOD Resolution # 71 - Progress and Feedback on Professionalization of SAESI**

The Board of Directors took note of the information and feedback from the CEO on the progress with regards to the Professionalization of SAESI.

## **BOD Resolution # 80 - Delegated Authority**

- a) The Board of Directors approved a letter of Deputation/Delegation of Authority to act on behalf of the Company, to be sent to all active Chairpersons.
- b) The Board of Directors tasked the CEO to further elicit all relevant stakeholders and collaborations outside of SAESI being represented on by said Prescribed Officers

## **5.2.4 BOD Resolution # 72 & # 73 - TUT Distance Learning Programme and Phasing out of SAESI Examinations.**

The Board of Directors took note of the information and continuous nature of the item.

## **5.2.5 BOD Resolution # 74 - Resolution and Establishment of Company Rules on Membership**

The Board of Directors took note of the information and continuous nature of the item and conclusion by the CEO.

## **5.2.6 BOD Resolution # 75 - Presidential Road Show**

The Board of Directors took note of the information and finalisation of an encompassing presentation of SAESI.

## **5.2.7 BOD Resolution # 78 - Company Rules on Integrated Reporting and Report Structure**

The Board of Directors took note of the information and finalisation of the standardised template to be used for unified reporting by all Prescribed Officers.

## **5.3 Matters Arising from Resolution Register**

**5.3.1 Establishing/Appointing the Nominations Committee and Audit & Risk Committee as Sub-Committees of the Board.** *Attended to under point 5.2.1 above.*

**5.3.2 Appointment of Chairpersons and members to statutory Board Committees**  
*Attended to under point 5.2.1 above*

### **5.3.3 BOD Resolution # 40 - Professionalization of SAESI**

#### **BOD RIDER to Resolution # 40 RIDER - Professionalization of SAESI**

a) The Board of Directors approved a full report on the progress, cost and outstanding matters to be tabled to the Board of Directors by the Chairperson of the Quality Assurance Working Group and Task Team, Mr. MW Pretorius.

b) The Board of Directors identified Mr. Clinton Manuel as subject matter expert to be involved and to ensure the registration components are in line with the career path of fire fighter.

## **6. APPROVAL OF AGENDA**

### **6.1 New Items**

#### **6.1.1 SAESI 2016-2017 Budget**

Mr. R Janse van Vuuren tabled the proposed SAESI 2016-2017 Budget for interrogation and approval.

#### **BOD Resolution # 81 - SAESI 2016-2017 Budget**

The Board of Directors approved the proposed SAESI 2016-2017 Budget

#### **6.1.2 Conference 2017 Theme**

#### **BOD Resolution # 82 - 31<sup>st</sup> SAESI Conference, Exhibition, Training Events and Challenges Theme**

a) The Board of Directors approved the following as the 31<sup>st</sup> SAESI Conference, Exhibition, Training Events and Challenges Theme namely: CLIMATE CHANGE AND THE EMERGENCY SERVICES

b) The Board of Directors approved the dividing of the prizes to equal value amongst all the contributors to the 31<sup>st</sup> SAESI Conference, Exhibition, Training Events and Challenges Theme

#### **6.1.3 Annual General Council Meeting and Official Opening of SAESI House**

#### **BOD Resolution # 83 - Annual General Council Meeting and Official Opening of SAESI House**

a) The Board of Directors approved the hosting of the Annual General Council Meeting to be at SAESI House in February 2017 over a two-day period as tabled at the previous Annual General Council Meeting.

b) The Board of Directors approved the Official Opening of SAESI House to be launched on the second day of the Annual General Council Meeting.

#### **6.1.4 SAESI Extrication Team send off - OR Tambo Sunday 16 October 2016**

## **BOD Resolution # 84 - SAESI Extrication Team send off - OR Tambo Sunday 16 October 2016**

- a) The Board of Directors agreed that available Directors exercise an official send off to the SAESI Extrication Team participating in the World Extrication Challenge in Brazil at OR Tambo on Sunday 16 October 2016
- b) The Board of Directors approved the acquisition of SAESI designer sports bags as a small token of appreciation to present to the members at the send-off.

### **6.1.5 Corporate Wear and Corporate Gifts**

The Board of Directors took note of the on-going plan of action by Head Office to create and acquire appropriate SAESI Branded Wear and Gifts as items to sell, gifts and or part of the conference goodie bags for delegates.

### **6.1.6 Auditing Firm**

#### **BOD Resolution # 85 - Auditing Firm**

- a) The Board of Directors approved the appointment of B & S Accounting in alignment with the MOI for rotation of Auditors.
- b) The Board of Directors approved the development of a simplified programme and or systems on the submission of financial figures to Head Office by Branches for reporting and auditing purposes.
- c) The Board of Directors approved the instruction to all Branches of the required compliance with regards to the financial regulations.

### **6.1.7 Feedback - 20<sup>th</sup> Year Chaplaincy Celebration**

The Board of Directors took note of the feedback provided on the event by Mr. R Janse van Vuuren whom was in attendance. Mr. R Janse van Vuuren informed the Board of Directors that he was elected as a Board Member on the Chaplaincy Board.

### **6.1.8 Feedback - Gertt Stoltz Trust Fundraising Event**

The Board of Directors took note of the deficient attendance of the Gertt Stoltz Trust Fundraising Event by SAESI. Short notice and prior commitments however prevented attendance.

### **6.1.9 Feedback - Ecsponent Investment**

The Board of Directors took note of the successful investment of R 5 000 000-00 with Ecsponent Investment as per BOD Resolution # 30 - BOD Meeting # 8 for a 5 year period.

### **6.1.10 Contractual Appointment: Groundsman & Garden Maintenance**

#### **BOD Resolution # 86 - Contractual Appointment: Groundsman & Garden Maintenance**

- a) The Board of Directors took note of the conclusion of the temporary contract with Mr. J Robbertsen at 30 September 2016.
- b) The Board of Directors approved the acceptance of a service contract as sought by Mr. J Robbertsen, as an independent contractor to provide Grounds keeping, Garden and General Maintenance at SAESI House
- c) The Board of Directors approved a two month notice period for either party to sever the service agreement should the provisions not be complied with.

### **6.1.11 Head Office Personnel**

The Board of Directors took note of the feedback from the CEO with regards to Personnel at Head Office. Both Ms. Zelda Sutherland and Ms. Lo-Ann Ferreira is on probation and temporary respectively and their full-time employ will be tabled at the next Board of Directors Meeting.

## **6.2 Standing Items**

### **6.2.1 Risk Register**

#### **6.2.1.1 Directors and Professional Liability Insurance**

The Board of Directors took note of the feedback and progress provided from the CEO on the three companies/brokerages engaged with regarding the acquisition of Directors and Professional Liability Insurance. The process is on-going and should be completed by the end of the 2016 calendar year.

#### **6.2.1.2 SAESI House Insurance**

The Board of Directors took note of the feedback, progress and quotations on short term insurance for the SAESI House. The process should be completed by the end of the 2016 calendar year.

#### **6.2.1.3 Labour Guide**

The Board of Directors took note of the acquisition of the South African Labour Guide Labour Law and Employment Manual.

### **6.2.2 Financial Information**

Points 6.1.1 / 6.1.6 / 6.1.11 above referred to Financial Information addressed

### **6.2.3 SAESI 2017 Conference**

Point 6.1.2 above referrers.

## **7. URGENT UNLISTED ITEMS**

### **7.1 SAESI Examinations Memorandum: Buffalo City Municipality**

The Board of Directors took note of the Memorandum Circulated by Buffalo City Municipality announcing the termination of SAESI examinations from 2017. The Board of Directors noted that the information was disseminated prior to the AGM and information disclosed to SAESI, thus being premature.

### **7.2 Forcible SAESI Membership**

The Board of Directors took note of the complaint received with regards to companies requiring membership of SAESI as a prerequisite for employment.

The Board of Directors agreed that neither the Board nor SAESI can prescribe to a private entity on its employment requirements should it require association of an institution therein.

### **7.3 Conduct unbecoming: Mr. D Semase**

The Board of Directors took note of the information supplied with reference to conduct unbecoming displayed by Mr. D Semase as Chairperson of the Cape North West Branch at the previous Executive Committee Meeting # 15

### **BOD Resolution # 87 - Conduct Unbecoming**

a) The Board of Directors took note of the unethical conduct displayed by Mr. D Semase at the Executive Committee Meeting # 15.

b) The Board of Directors agreed that the Travel and Subsistence Policy be expanded and aligned with the company code of ethics and conduct and not only financial regulatory compliance sighting specifically prohibitions on the part of Prescribed Officers.

c) The Board of Directors affirmed the minimum requirements for Travel and Subsistence assistance of Prescribed Officers from SAESI namely;

- Completion and submission of a Booking Request form in alignment with the Travel and Subsistence Policy.
- Submission of evidentiary proof of Non-Assistance by the employer
- Omission as a Delegated Authority by way of Report Submissions etc. for a meeting or event will preclude the Prescribed Officer from having recourse to the Travel and Subsistence benefit.

### **8. NEXT BOARD OF DIRECTORS MEETING**

Date: 7 & 8 December 2016

Venue: SAESI House

### **9. CLOSING OF MEETING**

Mr. D Padayachee closed the meeting at 13h26 on 29 September 2016.