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SAESI DIRECTORS MEETING # 7

MINUTES OF THE SOUTHERN AFRICAN EMERGENCY SERVICES INSTITUTE NPC DIRECTORS MEETING # 7 Held on 28 and 29 January 2016, at Ekurhuleni Disaster Management Offices, Hawley Road, Bedfordview, Johannesburg.

1. OPENING OF THE MEETING

Mr. OS Masibi as Chairman of the Board opened the meeting at 10h01 and welcomed all in attendance. He tabled his apology for the late start as he had commitments he had to attend to relating to his employment designation.

2. DISCLOSURE OF INTEREST

Mr. R Janse van Vuuren declared an interest with regards to item 8.3 in that his Brother holds shares in the media company Autumn Leaf proposed to take over the media hosting for SAESI. (*Declaration Copy Attached*)

The Board agreed that the Disclosure of Interest should be recorded on a register and maintained from time to time.

The Board agreed that the Disclosure of Interest is applicable for every meeting with regards to the Items on the relevant Agenda for said meeting.

3. ANNOUNCEMENTS

Mr. OS Masibi clarified that *Announcements* has relevance with regards to something that can influence or redirect the path of a meeting/agenda. It however makes provision also for non-influential items for notification only.

Mr. D Padayachee notified the meeting that another engagement will require him to take leave from the meeting no later than 14h30.

Mr. R Janse van Vuuren notified the meeting that his travel arrangements will require him to take leave from the meeting no later than 16h00.

4. CONSTITUTING OF MEETING

4.1 Quorum 3/5

The Meeting was Quorate with all Directors present.

4.2 Present

Thursday 28 January 2016

OS Masibi	-	Chairman of the Board (Immediate Past President)
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

Friday 29 January 2016

D Padayachee	-	Vice Chairman of the Board (President)
M Ramlall	-	Director (Vice President)
S van den Berg	-	Chief Executive Officer

4.3 Apologies

Thursday 28 January 2016

None/N/A

Friday 29 January 2016

OS Masibi	-	Chairman of the Board (Immediate Past President)
R Janse van Vuuren	-	Director Treasurer (Chairperson: Administration Working Group)

4.4 Absent without apology

None/N/A

5. RISK REGISTER

5.1 Contracts Listed

Mr. R Janse van Vuuren informed the Board that all contracts and items under point 5 - Risk Register, are dealt with by the Administrative Working Group including Head Office Audits where after reporting on it is done to the Executive Committee.

The Board of Directors took note of the fact that all service agreements and contracts between SAESI and Interact Media Defined (IMD) have been terminated with notice to this effect received from IMD on 1 December 2015 with a two month notice period.

Mr. Ramlall enquired and Mr. Masibi confirmed that the signed Memorandum of Understanding with the LGSETA will form part of the Listed Contracts and Agreements.

5.2 Income & Expenditure - BOD Quarterly Report

Me. S van den Berg informed the house that the total Expenditure for the Board of Directors for the period October to December 2015 is R 69 651.58 and explained that the payments reflect only in October due most being for the conference and has to be paid in advance to secure

bookings etc. with regards to travel. This also includes the payment for the travel of Mr. D Padayachee for Interschutz attendance only claimed in October 2015.

Board of Directors Adopted Resolution # 41 – Income & Expenditure: Quarterly Report

The Board of Directors resolved that future reporting on Income & Expenditure will be on the Financial Status of the Company as a whole and not limited to the Board of Directors alone.

5.3 Business Continuity Plan

Mr. R Janse van Vuuren will submit a draft in this regard at the next Board of Directors Meeting.

BOD Adopted Resolution # 42 – Business Continuity Plan

- a) The Board of Directors agreed that a comprehensive Business Continuity Plan be kept/recorded at Head Office updated from time to time,
- b) That all Staff/Employees be thoroughly trained and educated on the execution of activities on a daily basis and or crisis situation to ensure Business Continuity.

6. ADOPTION OF MINUTES

6.1 Board of Directors Meeting # 5 - 4 & 5 September 2015

The Board of Directors adopted the Minutes as a true reflection with one correction in that item 7.2 - Traffic Fine is to be removed.

6.2 Board of Directors Meeting # 6 - 9 October 2015

The Board of Directors adopted the Minutes without corrections to be made as a true reflection.

7. MATTERS ARISING

None were presented

{A comfort break was taken at 11h48. The meeting resumed at 12h17}

8. LISTED AGENDA ITEMS

The Board of Directors agreed to prioritize the items and deal with each one while the President is still in attendance.

The following items were prioritized and dealt with. All other items were deferred to the next Board of Directors Meeting.

8.3 Service Provider with regards to Media Publications

Mr. R Janse van Vuuren presented the Report to the Board Members. Mr. Janse van Vuuren summarised that the cost is projected to be no more than R 10 000.00 per month inclusive of all hosting's as well as the current Membership Database held by Autumn Leaf.

Mr. OS Masibi noted his perturbation with regards to the suddenness as well as the public announcement by Interact Media Defined of the cancellation of the contracts. Mr. Masibi also enquired with regards to the ownership of the information/data etc, and felt that we should send a communique to Interact Media Defined Acknowledging their contribution and service but also requesting disclosure of reasons for their decision.

With the abovementioned tabled discussion took place on the reasonability, safety and trust in entering into a binding contract for any medium or long term with Autumn Leaf or any other new service provider.

{A comfort break was taken at 13h13 and the meeting resumed at 13h35}

Board of Directors Adopted Resolution # 43 - Service Provider with regards to Media Publications

- a) The Board of Directors acknowledged the crisis presented by the abrupt cancellation of the contracts with SAESI by IMD and the challenges it posed with regards to the continuation of all Media and Information Technology services.
- b) The Board of Directors acknowledged that the crisis dictated the decision to allow Autumn Leaf for the interim to take over the Media and Information Technology services with regards to the Website, Emails and Electronic News delivery.
- c) The Board of Directors agreed to require a formal Quotation on the delivery and financial cost from Autumn Leaf were after perusal a decision on a signed agreement with terms and conditions will be entertained.
- d) The Board of Directors agreed that other Media Service Providers will be sourced and approached for the opportunity to provide quotations on Service Delivery by the CEO to be reviewed in 6 months from date.

8.4 Appointment of legislative required Audit and Risk Committees

The Board of Directors acknowledged the fact that although we are still in an interim period, it is becoming a matter of urgency to establish (for the interim) the legislative prescribed two sub-committees of the BOD namely the Audit and Risk Committee, and the Nominations Committee.

Board of Directors Adopted Resolution # 44 - Appointment of legislative required Audit and Risk Committees

- a) The Board of Directors agreed that in line with the prescribes of the MOI in reference to the composition of committees and for the interim period only, that for the Audit and Risk Committee Mr. R Janse van Vuuren and Mr. M Ramlall from the Executive Director pool be appointed to serve on the Audit and Risk Committee with the Chairmanship of the Committee open for Independent appointment (Non-Executive).
- b) That the following persons that have been identified as possible Chairperson or Non-Executive Directors on the committees be approached for a personal liaison to propose said position on the Sub-Committees of the Board of Directors of SAESI namely:
Mr. Moses Khangale - National Disaster Management Centre
Mr. Ellias Sithole - COGTA
Me. Boitumelo Mona - Ekurhuleni Metropolitan Municipality
- b) That the CEO be appointed to serve on the Nominations Committee.

8.5 Relocation and Establishing of SAESI House

Mr. R Janse van Vuuren reconfirmed that the most suitable property identified by himself with regards to structural soundness, addressing the Institute needs and financial benefit to be 293 Jorrison Street, Monument, Krugersdorp/Erf 348 Monument at a cost of R 2 100 000.00.

The CEO proposed to the Board of Directors to consider the acquisition of the proposed property on a Cash basis rather on a Credit basis. SAESI has the financial providence to do so and it will not only be a saving in the long run but also less of a risk to the Directors whom have to sign surety for a credit acquisition.

Discussion took place and consensus or agreement could not be reached with regards to the Cash Acquisition versus Credit Buy of the property.

Mr. D Padayachee was adamant with regards to the Acquisition on Credit. Me. van den Berg noted her definitive opposition to the view and her favour towards Cash Acquisition.

BOD Adopted Resolution # 45 - Relocation and Establishing of SAESI House

a) The Board of Directors agreed that through email communication, Me. S van den Berg, Mr. OS Masibi and Mr. R Janse van Vuuren will circulate a detailed comparison between Cash and Credit Acquisition as well as the implications for the Directors specifically from the Financial Service Provider ABSA.

b) The Board of Directors agreed that an electronic vote based on the circulated information will be submitted by each Director for or against a Cash Acquisition as proposed.

c) The Board of Directors agreed that a majority electronic vote will carry and be recorded as RIDER to Resolution # 45

d) The Board of Directors approved that Mr. R Janse van Vuuren as Treasurer will thereafter have the mandate to pursue and conclude the Acquisition of said Property on behalf of the Southern African Emergency Services Institute NPC.

8.7 Disclosure of Information to SAQA

BOD Adopted Resolution # 46 - Disclosure of Information to SAQA

The Board of Directors approved the report tabled by Mr. M Ramlall to be disclosed at the meeting with SAQA on Friday 29 January 2016 and to be represented by Mr. D Padayachee, M Ramlall and S van den Berg.

9. UNLISTED AGENDA ITEMS

9.1 International Fire Fighters Day and Quotation from Dynamic Incident Pty Ltd- Mr. R Janse van Vuuren

Mr. R Janse van Vuuren tabled a quotation on branded items with regards to the International Fire Fighters Day and Fire Safety Week taking place on 4th May 2016.

Mr. R Janse van Vuuren proposed that SAESI visibly get involved/participate in this event through support by the Board of Directors and also the Chairpersons of the Working Groups. Mr. R Janse van Vuuren suggested that SAESI identify 6 to 8 areas outside of the Metro areas and have the Emergency Services Contact details for the areas printed, for instance in the form of a fridge magnet and distribute it visibly by the relevant branch structures during the period. It was further suggested that the relevant Chief Fire Officers in the identified areas also be approached and involved.

Mr. OS Masibi confirmed that the Chaplaincy will have a National Prayer day as part of the events planned by Ekurhuleni Metropolitan Municipality.

9.2 Metro Fire Chiefs Conference - Mr. D Padayachee

Mr. D Padayachee informed the house that he received an invitation to attend the Metro Fire Chiefs Conference in America during May 2016. Mr. D Padayachee requested the house to consider approving attendance for him and the Vice President as it will not only be in the interest but also to the benefit of the Institute to forge and cement good relations with such international bodies.

Adopted Resolution # 47 - Metro Fire Chiefs Conference

The Board of Directors in principle all support the possible attendance by the President with the following conditions to be met;

a) The Board of Directors requested Mr. D Padayachee to circulate the actual invitation to the Board Members.

b) The Board of Directors instructed the CEO to research and acquire cost expenditure for attendance and circulate said to the Board Members.

c) A final decision will be made with regards to the attendance of both the President and the Vice President as indicated by the cost compared to the budget available at the next Board of Directors Meeting.

9.3 Response to Disasters/Incidents and Celebrations from SAESI - Mr. D Padayachee

Mr. D Padayachee reflected on the extend of natural disasters and fires across the country from time to time and the clear absence of SAESI representation at such scenes reflected through media reporting and news runs. SAESI is not only absent physically/visually but also in support to communities and Fire Fighters during such events. Mr. D Padayachee proposed that SAESI be represented in some form with clear identifiable clothing/uniform on the scene either just supporting the Fire Fighters or communities by hand outs of water, food items etc.

Mr. R Janse van Vuuren supports and added that it should be a Director or Senior Manager that should be on scene with the support of a Senior Branch Official.

{Mr. OS Masibi left the room for a telephone call at 15h33 and returned at 15h35}
{Mr. R Janse van Vuuren left the meeting at 16h04}

Mr. M Ramlall indicated that the SAESI representative should also have access to the JOC

Board of Directors Adopted Resolution # 48 - Response to Disasters/Incidents and Celebrations from SAESI

The Board of Directors unanimously supported the establishing of supportive structures through financial budgeting, liaison and branded marketing material in order to respond in attendance and kind to disasters and or incidents of note identified across the country.

9.4 Feedback on outstanding student grievances - April 2015 Examinations/KZN Inland Branch

Mr. D Padayachee enquired with regards to the status of the grievances lodged by students whom wrote the SAESI April 2015 Examinations in the KZN Inland Branch but dit not receive any results.

Me. S van den Berg explained that the reason for them not receiving a result was that irregularities took place and suspected fraud on the side of the Invigilator where the exam papers was suspectedly leaked and the students in question's examination scripts could not be accounted for when the documents was returned from the venue.

Board of Directors Adopted Resolution # 49 - Feedback on outstanding student grievances - April 2015 Examinations/KZN Inland Branch

a) The Board of Directors approved that the members be afforded at no cost to them the opportunity to re-write the examinations at a special session in order to be able to write the normal examinations in April 2016.

b) The Board of Directors approved that should the members chose not to make use of said opportunity, the Institute would refund the monies paid for the examinations in question to the members.

10. Next Board of Directors Meeting

01 April 2016

11. Closure of Meeting

Mr. OS Masibi closed the meeting at 18h05.

It should be noted however that Mr. OS Masibi, D Padayachee and M Ramlall worked tirelessly on in editing and refining the document to be presented to SAQA on Friday 29 January 2016.