



TERMS OF REFERENCE (“TOR”)

HR & Remuneration Committee

The purpose of these TOR is to define the Committee’s role and responsibilities, its delegated authority and its membership and meeting procedures.

These TOR were approved by the CSA Board. The Board is required periodically to revise the TOR as necessary and Committee members are responsible for familiarizing themselves with the most current TOR to fully understand their committee responsibilities.

Document Owner	HR & Remuneration Committee
Reviewed by	CSA HR & Remuneration Committee and all directors
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1. INTRODUCTION

- 1.1 HR and Remuneration Committee (“RemCom” or “committee”) is constituted as a committee of the Board of Cricket South Africa NPC (CSA) in respect of all duties that may assigned to it by the CSA Board (“Board”). These TOR are subject to the provisions of the Companies Act no. 71 of 2008 (“Companies Act”), the Company’s Memorandum of Incorporation (“MOI”) and any other applicable laws or regulatory provisions.
- 1.2 The duties and responsibilities of those committee members who are also Board directors are in addition to those duties and responsibilities that they assume as directors of the CSA Board. The deliberations of the committee do not reduce any individual and collective responsibilities of directors with regard to their fiduciary duties and responsibilities and they must at all times exercise due care and judgement in accordance with their legal duties arising from the Act.

2. COMMITTEE MEMBERSHIP AND TENURE

- 2.1 The Board shall determine the size of the committee which shall be constituted as follows:
 - 1) Members of the committee shall not exceed three (3), and at least one must be an independent non-executive director;
 - 2) An independent director as the Chairperson; and
 - 3) The Chief Executive, Chief Financial Officer and Human Resources Manager shall be permanent invitees to RemCom meetings.
- 2.2 The Chairperson, who shall be an independent Board Director, and committee members are to be appointed by the Board, based on a recommendation received from the CSA President/ Board Chairman. In making such appointments, the CSA President and Board shall have due regard to the necessary and desirable skills and experience required for the effective operation of the committee.
- 2.3 The Board shall determine the period for which the Chairperson and committee members shall hold office, which period cannot exceed six consecutive years.
- 2.4 A committee member, who holds office as a Director of the Board, will automatically cease to be a member of the committee upon resignation from the Board.
- 2.5 A member may resign at any time by giving due notice to the Secretary and Chairman of the Board.

3. SKILL SETS AND ORIENTATION

- 3.1 RemCom collectively shall meet applicable independence standards, the required Human Resource expertise and experience and other relevant laws and regulations to ensure that RemCom as a whole comprises persons with adequate expertise, experience and relevant knowledge to ensure the committee performs its functions and fulfils its obligations.

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- 3.2 Committee members must keep up-to-date with key developments in the areas of human resources and remuneration which is essential to enhance the skill sets required from each committee member.
- 3.3 New members shall undergo appropriate induction programmes with the Chairperson (or his/her nominee) assisted by the committee Secretary.

4. SECRETARY

- 4.1 The Secretary of the committee shall be the HR Manager or such other person as RemCom Chairperson and Chief Executive may appoint.
- 4.2 The Secretary shall be responsible for setting meeting dates, planning the Agenda with the Chairperson, drafting minutes of the meeting and to provide general secretarial support for the efficient functioning of the committee.
- 4.3 The Secretary of the committee shall prepare an agenda for each meeting for approval by the Chairperson. The agenda, together with meeting papers shall be circulated to all members and invitees at least 7 days before the scheduled meeting date.
- 4.4 The Secretary shall ensure that resolutions, directives and any action steps of the committee are communicated and implemented by the responsible persons.

5. MEETINGS

- 5.1 There should be at least two scheduled committee meetings per year, which meetings should correspond with key dates in the company's financial reporting cycle.
- 5.2 The Chairperson in consultation with the Chief Financial Officer and Secretary may call for additional meetings.
- 5.3 There should be sufficient time set aside for each meeting so that the committee can fulfil its obligations and there should be a reasonable interval between committee and Board meetings to allow for the satisfactory follow up of matters and action points.
- 5.4 Meetings may be held in person, by telephone, videoconference or other form of electronic means that would prove efficient, provided that the required quorum is met. All persons shall be deemed as being present at the meeting.
- 5.5 The Chairperson may meet with key executives at any time during the course of the year and should meet at least once a year with the HR Manager.

6. QUORUM, ATTENDANCE AND MEETING PROCEDURES

- 6.1 The quorum for a meeting shall be the majority of members of the committee present in person or via telecom facilities. A decision shall be considered passed if the majority of members present (in person or by proxy) vote in favour of the resolution.

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- 6.2 The Chairperson shall have a casting vote, if required.
- 6.3 A decision that could be voted on at a meeting may instead be adopted by written resolution provided a quorum of members is obtained and each member has received adequate notice of the matter to be decided. A decision made in such manner has the same effect as if it had been approved at a meeting.
- 6.4 Committee members must attend all scheduled and ad hoc meetings of the committee unless prior apology with reasons has been submitted to the Chairperson or Secretary.
- 6.5 If the Chairperson of the committee is not present within (30) minutes of the scheduled start time of the meeting or is unable to attend a meeting, the committee members present shall nominate an acting Chairperson from among themselves.
- 6.6 Where decisions are required by way of written resolution, a quorum shall constitute the majority of members, one of whom must be the Chairperson.
- 6.7 Individuals in attendance at the meeting by invitation may participate in discussions but do not form part of the quorum and may not vote on resolutions. No invitee or attendee shall have a vote at meetings of the committee.
- 6.8 The Chief Executive, Chief Financial Officer and Human Resource Manager who are permanent invitees to RemCom meetings, shall have unrestricted access to the Chairperson or any other member of the committee as may be required in relation to any matter falling within the remit of the committee.
- 6.9 The Chairperson in consultation with the Secretary, may invite other executives and managers to attend and to be heard at meetings of the committee.
- 6.10 If a member is unable to act for any reason, and there is no quorum for the committee to deliberate on a matter before it, then the Chairperson may, in consultation with the Board Chairperson, co-opt another independent director as an additional member.
- 6.11 Minutes of the meeting are to be completed within 21 days of the meeting, circulated to all those present for comments and approval and then be formally approved by the committee at its next scheduled meeting.

7. AUTHORITY

- 7.1 The Committee has authority to make decisions in so far as it is empowered to do so by the Board and as recorded in these Terms of Reference. On matters beyond its authority, the Committee makes recommendations to the Board for its approval.
- 7.2 RemCom, in carrying out its duties, has powers to consider and make decisions on:
 - a) Investigate any activity within its scope of responsibilities;
 - b) Consult with or request any information it requires from any employee who shall be obliged to co-operate with the RemCom;
 - c) Access internal or external resources to properly carry out its duties;

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- d) Obtain independent professional advice at the company's expense if it believes this is necessary to fulfil its duties. Such advisors may attend meetings at the invitation of the Chairperson;
- e) Access relevant company records, facilities and any other resources necessary to discharge its duties and responsibilities;
- f) Delegate its authority and duties, in so far as it is not precluded from doing so by legal or regulatory requirements, to other Board Committees, working groups or other persons including employees or individual members of RemCom; and
- g) Make recommendations to the Board for approval by the Board.

7.3 RemCom may not perform any management functions or assume any management responsibilities and shall have no executive powers with regard to its findings and recommendations.

8. RESPONSIBILITIES AND REPORTING

8.1 The committee's responsibilities are determined by the Board from time to time (see [Annexure A](#)).

8.2 In performing their duties and functions, each committee member must act in the best interest of the Company in terms of their fiduciary duties and also in accordance with their duties under the Company's Code of Ethics. Committee members should maintain appropriate relationships with relevant executives of the company.

8.3 The committee should establish formal and appropriate reporting arrangements to the Board.

8.4 The Chairperson of the RemCom shall provide at least an oral, but preferably a written, summary of the committee's deliberations and or activities at each Board meeting following a committee meeting.

8.5 The committee should maintain appropriate relationships with the company's Chief Executive Officer and HR Manager.

8.6 The Chairperson of RemCom shall ensure that the Board is aware of matters which may impact significantly on the financial condition of CSA.

9. REMUNERATION OF COMMITTEE MEMBERS AND COMMITTEE EXPENSES

9.1 In terms of the company's MOI, the director fees which include committee member and/or chairperson fees payable to non-executive directors, shall be recommended annually by the Board and approved by the Members Council at the Annual General Meeting.

9.2 Other qualifying committee members (usually external and independent persons), save for executives, employees and contractors shall be paid a meeting attendance fee as determined by the Board from time to time. Employees denotes persons involved full time in cricket and is applicable to CSA, its Members, Franchises, SACA and players.

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9.3 The Company shall pay all expenses reasonably incurred by the RemCom in relation to the execution of its duties and responsibilities. The same applies to committee members.

10. EVALUATION OF THE COMMITTEE

10.1 The committee must perform a review and evaluation, at least annually, of the performance of the committee and its members, including an evaluation of the committee's compliance with these TOR.

10.2 The committee may conduct such evaluation and reviews in such a manner as it considers appropriate.

10.3 The committee shall report annually to the CSA Board on the results of any self-evaluation or self-assessment that the committee undertakes of its own performance and achievements.

10.4 The Board must annually evaluate the committee's performance in terms of its composition, mandate and effectiveness.

10.5 In addition, the committee shall review and reassess, at least annually, the adequacy of these TOR and recommend any improvements to the Board.

11. OVERLAP AND EFFICIENCY OF ALL COMMITTEES

11.1 The committee must take cognizance that its roles and responsibilities may overlap with those of other committees. In instances where the committee needs to exercise oversight on matters handled by other committees or where there is clear overlap, the committee chairperson should agree with the relevant committee chairperson as to which committee shall deal with the matter and report to the Board. Duplication must be avoided.

12. ACCURACY OF INFORMATION

12.1 Except to the extent of legal or regulatory provisions to the contrary, RemCom members, being independent or non-independent members, are entitled to rely on the Company's executives in relation to matters within their areas of expertise and may assume the accuracy of information provided by such persons, provided that the committee member is not aware of any reasonable grounds upon which reliance or assumption may be inappropriate.

13. CONFLICTS OF INTEREST

13.1 The committee shall consistently apply the provisions of the Companies Act on the disclosure and/or avoidance of any conflicts of interest. Members of RemCom shall be required to declare their interests in general on an annual basis and specifically at each meeting of RemCom.

13.2 RemCom shall:

- 1) In respect of each Member, review any interests a member may have which conflict or may conflict;

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- 2) Make recommendations to the Board as to whether any such conflict should be authorised and, if so, as to the terms and conditions under which any such authorisation should be given by the Board;
- 3) Review on a regular basis any authorisation given by the Board in order to determine whether the authorisation given should stand on the terms and conditions on which it was given or whether additional terms and conditions should be imposed or whether the authorisation should be revoked (subject to giving the relevant member notice of the proposed revocation); and
- 4) In the case of a review of the interests of a member, the affected member shall not participate in the review or in discussions or decisions of the committee relating to that member.

14. CONFIDENTIALITY

- 14.1 All matters discussed, papers prepared and materials disclosed as part of the committee's activities are strictly confidential and shall not be disclosed to any third party (other than directors of the CSA Board) without the prior written consent of the Board Chairperson, unless it is required by law or such information is already within the public domain, such obligation remaining even after any relevant period of appointment has expired.
 - 14.2 All information provided to committee members shall, unless otherwise agreed with the Chairperson in advance, become and remain the property of CSA even after any relevant period of appointment has expired.
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1. Secretarial functions

The main duties of the Secretary shall include the following:

- 1) Scheduling dates for committee meetings and arranging the logistics;
- 2) Preparing the draft agenda in consultation with the Chairperson;
- 3) Preparing meeting papers to the required standard and sending meeting papers to the committee members at least 7 days before the meeting;
- 4) Preparing the draft minutes for circulation to the committee members within 21 days of the meeting;
- 5) Determining the attendees for the meeting in consultation with the Chairperson of the committee and the Chief Executive; and
- 6) Follow-up any matters arising from previous meeting/s.

2. Specific duties of RemCom

2.1 Competitive reward strategies and programmes

Recognising that CSA operates in a high performing global sports environment, RemCom shall assist the Board in exercising its function of ensuring that competitive reward programmes and strategies are in place to facilitate the recruitment, motivation and retention of high-performing staff at all levels in support of realising corporate objectives and to safeguard stakeholder interests.

2.2 Company's overall policy on executive and senior management remuneration

Determine the company's overall remuneration philosophy and any specific policies on executive and staff remuneration.

It will be the responsibility of the Chief Executive to implement the company's remuneration philosophy and policies approved by RemCom, including the remuneration and annual performance appraisal of members of his executive team.

2.3 Non-executive director's fees

Consider proposals for director's fees made by remuneration specialists and management and make recommendations to the Board for ultimate approval by the Members Council.

2.4 Channel of communication

Provide a channel of communication between the Board and management on Human Resource and remuneration matters.

2.5 Benchmarking methodology

Approve the benchmarking methodology to be adopted by the Company for the setting of base salaries and any incentive amounts for all staff.

2.6 Retention Schemes

Approve all retention schemes, with or without company performance targets.

2.7 Short-term incentives (STI)

Consider and approve the company's short-term incentive schemes (design principles, target setting and allocation principles) and where appropriate make recommendations to the Board for approval.

2.8 Annual remuneration report

Ensure that the annual remuneration report, forming part of the company Integrated Report, provides sufficient disclosure as required in terms of the International Integrated Reporting Framework (IIRF).

2.9 Delegation

Approve the delegation, in writing or in the minutes of a meeting, of any of its functions and the power to sign documents to implement any of its decisions.

2.10 Internal and disclosure controls

Obtain assurance in respect of the internal and disclosure controls over reporting on matters for which the Committee has responsibility.

2.11 Chief Executive remuneration matters

- a) The Chief Executive's remuneration matters will be dealt with annually on his/her anniversary date of appointment by a Board panel comprising of the Chair of the Board, the Chair of RemCom and an Independent Director; and
- b) The broad framework and cost of the Chief Executive's remuneration should be a matter for the Chairman of the Board on advice of the Board panel and any other members of the Board that the chairman wishes to consult.