



Proposed IAB SA Mandate

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In these Terms of Reference, references to: “Board” shall mean the Board of Directors of the Company; “Council” shall mean the Social, Ethics and Transformation Council of the Board;

“Secretary” means the Secretary of the Council

1. Constitution

The Council is established by the IAB board to assist it in discharging its duties relating to the reviewing and approving of policy, strategy and structure to encourage transformation in the digital industry. The membership, resources, responsibilities and authorities (composition, functions and operation) of the Council to perform its role effectively, is stipulated in these terms of reference, which may be amended by the board as and when required. The Council is constituted in terms of the requirements of sound corporate governance practices and operates within that framework. The Council, in carrying out its duties under these terms of reference, will have due regard to legislation in South Africa and further to this will be supported by both the Board and the regulatory council.

2. Membership

- . 2.1 The Council members shall be appointed by the Board from paying IAB member company employees and shall consist of at least five members. Individuals may be invited to attend the council as and when required.
- . 2.3 The Council Chairman shall be appointed by the IAB Board.
- . 2.5 The members of the Council shall be suitably skilled and experienced to fulfil their duties.
- . 2.6 The Board may at any time remove a member of the Council.
- . 2.7 The Council may invite any other director, executive/s responsible for the implementation of transformation issues or professional adviser/s to attend any specific meeting or all meetings at its discretion.

3. Secretary

- 3.1 The Secretary of the Council shall be appointed by the IAB transformation council.

4. Quorum and meetings

- . 4.1 A quorum for a meeting of the Council shall be the CEO of the IAB SA, Josephine Buys, Council Head, Bronwen Auret, and one other council member. Members of the total Council must be present (in person or via telephonic or electronic communication), and no business shall be transacted at a meeting of the Council unless the requisite quorum is present.
- . 4.2 The Council shall meet quarterly throughout the year with an option to include emergency meetings in instances where input is required to mitigate risks to both the council and the board.
- . 4.3 Council meetings shall be chaired by the Council Chairman or should he/she be

unable to attend the meeting, by a member of the Council designated by the Council Chairman.

- . 4.4 Meetings of the Council shall be convened by the Secretary of the Council at the request of the Council Chairman, a member of the Council or the Chairman of the Board.
- . 4.5 Unless otherwise agreed, notice of each meeting confirming the date, time, and the medium procedures of electronic communication for participation in the meeting, together with an agenda of items to be discussed, shall be forwarded to each member of the Council and any other person required to attend at least a week in advance. Supporting papers shall be made available to Council members, and to other attendees as appropriate, at the same time. Members need to confirm availability at least two days post the initial request being made. Any feedback or input required ahead of the meeting should be made available at least two days ahead of the meeting.
- . 4.6 A resolution of the Council, approved in writing by all the members, shall be effective for all purposes as if it had been passed at a meeting of the Council duly convened, held and constituted.

5. Minutes of Meetings

- . 5.1 The Secretary shall minute the proceedings and resolutions of all Council meetings, including the names of those present and in attendance.
- . 5.2 Minutes of Council meetings shall be circulated within a week of the meeting to all members of the Council. In order for the minutes to be accepted and filed feedback is required from members on any objections within a week thereafter.

6. Duties

The Council shall:

General

- 6.1 Review and approve the policy, strategy, guidelines and scorecards for transformation for the industry along side all relevant stakeholders , including the regulatory council structure of the IAB. This will entail interfacing with initiatives and companies as required.
- . 6.2 Consider substantive national and international regulatory developments as well as best practice in the field transformation management and industry as required.
- . 6.3 Creating learning platforms in conjunction with Educational Council within the IAB aimed at driving transformation though education and access to knowledge.
- . 6.4 Oversee the monitoring, assessment and measurement of the Industry's activities relating to transformation:
 - . The Employment Equity Act;
 - . The Broad-Based Black Economic Empowerment Act;

IAB SA and Transformation

The Council will be responsible for benchmarking on behalf of the industry, publishing said benchmarks to IAB SA.net and gauging the implementation of the transformation strategy for IAB SA. In discharging these responsibilities it will consider the legal and regulatory frameworks, industry scorecards and the vision of the IAB SA;

- . 6.17 Creation (along with all relevant stakeholders such as Regulatory) an industry scorecard for presentation at the IAB SA AGM. This will form part of the inputs to mitigation of the MAC Charter in its current structure as well as on-going programs to adequately address transformation within the industry driven by the IAB.

- . 6.18 Review the results of any initiatives undertaken and assess management's response to transformation initiatives;
- . 6.19 Ensure that true transformation is taking place within the digital industry with regards to recruitment, staff retention, work environment and career development

7. Reporting Responsibilities

- . 7.1 The Council Chairman shall bring any issue that it believes is relevant, within its mandate, to the attention of the Council at the next Council meeting.
- . 7.2 The Council shall make recommendations to the Board which it deems appropriate on any area within its remit where action or improvement is needed.
- . 7.3 The Council Chairman shall attend the annual general meeting of the Company to provide a report to shareholders on matters within its mandate and be prepared to respond to shareholder questions on the Council's activities.

8. Other

8.1 The Council shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

9. Authority

The Council is entitled to:

- . 9.1 require from any Council member information or explanation necessary for the performance of the Council's functions
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performance of the Council's functions

- . 9.3 attend any Council meeting; receive all notices of and other communications relating to any general IAB SA matter
- . 9.5 have access to all IAB SA related information to monitor and review the transformation strategy implemented by the Council. The Council will respect the confidentiality of the information it deals with.
- . 9.6 initiate and investigate specific activities relevant to discharging its responsibilities when and where appropriate. It may be necessary to appoint external professional assistance to assist the Council.

10. Implementation of Initiatives

The Council will rely on Council members, IAB members and key industry leaders for the implementation of strategies and initiatives, of which the primary Councils are the IAB SA Board and the Transformation Council.

The Transformation Council predominantly deals with achievement of the scorecard and initiatives to ensure that the industry is not only transformed on paper but has a sustainable and tangible impact on change at all levels. This is the operational Council, which ensure that all initiatives and recommendations or objectives set by the Council are being implemented.

1.1 The Transformation Council ("the Council") is constituted as a Council of the following people: (include all names)

- . Purpose of Charter The purpose of this Charter and its terms of reference hereunder is to record the Council's role and responsibilities and the requirements for its composition and meeting procedures.
- . Duties The duties and responsibilities of the members of the Council set out in this

Charter are in addition to those duties and responsibilities that they have as members of the Board. The deliberations of the Council do not reduce the individual and collective responsibilities of Board members in regard to their fiduciary duties and responsibilities and they must continue to exercise due care and judgment in accordance with their legal obligations.