



Chartered
Governance
Institute of
Southern Africa

Issue 1 | October 2023

CEO's
message

Meet our
members

Students in
the Spotlight

e-zine





Stephen Sadie
CEO, CGISA

CEO's message

“

One recent highlight in our educational endeavors was the exploration of “beneficial ownership.”

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2023 has been a difficult year. We have all witnessed a litany of breakdowns in service which do not need repeating here.

We are delighted to welcome another cohort of students, some old and some new, who will be sitting for our exams from 23 to 27 October 2023. We hope that the knowledge and skills they obtain through our qualification equips them well in their future careers as company secretaries and governance professionals. We are excited to support them in the pursuit of the CGISA qualification, which has been tailored to equip them with the necessary skills to navigate the unique and complex governance challenges they will inevitably encounter throughout their careers.

At the same time, we are committed to providing our members with a continuous stream of valuable resources to ensure they remain well-informed and abreast of the latest developments in legislation and corporate governance. We continue to offer webinars and seminars conducted by experts in corporate governance.

One recent highlight in our educational endeavors was the exploration of “beneficial ownership”. We were delighted to witness an enthusiastic response from our members, as they eagerly sought to expand their understanding of this crucial subject matter. This enthusiasm was

reflected in the impressive turnout we witnessed, both in the seminar and webinar sessions led by the accomplished trio from Fasken: Daniel Hart, Robin Monteiro and Johan Coertze.

We are days away from the premier corporate governance conference to be held on 11 and 12 October 2023. The theme of the conference is “The role of corporate governance in building a better SA.” We have brought in some of the country's top speakers to share their insights on critical governance issues such as the energy crisis, climate change, corruption, the Companies Amendment bills, ethics, sport and other company secretary issues:

- **Michael Katz** – Chairman, ENSafrica
- **Rudi Dicks** – Head: Project Management Office, Presidency
- **Firoz Cachalia** – Chairman, National Anti-Corruption Advisory Council
- **Cynthia Stimpel** – Whistleblower Liaison Officer, The Whistleblower House
- **Tracey Davies** – Executive director, Just Share
- **Fleetwood Grobler** – President and CEO, Sasol
- **Lawson Naidoo** – Executive Secretary, Casac
- **Leigh Roberts** – Integrated Reporting Committee of SA
- **James MacKay** – CEO, Energy Council of SA

CEO's message (continued)

South Africans have always taken a keen interest in our sporting teams. However one of the neglected areas has been the governance of the various sporting codes. To this end, we have assembled a Governance in Sport panel comprised of:

- **Dennis Mumble** – Former CEO, South African Football Association
- **Lwandile Simelane** – Vice President, South African Hockey Association
- **Willemien van der Merwe** – Former Company Secretary, Blue Bulls Company
- **Lawson Naidoo** – Chairperson, Cricket South Africa

Lastly we have a panel of on Company Secretaries in the Frontline comprised of:

- **Vusi Skosana** – Company Secretary, The Banking Association of South Africa
- **Elizna Viljoen** – Company Secretary, Anglo American
- **Karen Baldwin** – Group Deputy Company Secretary, Aspen Pharmacare
- **Freda Moloi** – Company Secretary, 4Racing

This is an opportunity not to be missed. We urge all company secretaries and governance professionals to attend this conference, as it presents an invaluable opportunity to gain insights into some of the key governance issues affecting us. (Click on advert overleaf to register).

We do hope that you enjoy reading this issue of the eZine.



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leadership

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Deadlines

Deadlines	Quarter 3	Quarter 4
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Booking deadline	8 September 2023	10 November 2023
Material deadline	15 September 2023	17 November 2023

Circulation of 10 000

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**Just like a plant
needs sunlight
to bloom, South
Africa needs good
governance to prosper.**



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**Find out how corporate governance
can build a better South Africa.**

**Book your tickets now for the premier
corporate governance conference.**

13th



11 and 12 October 2023



CedarWoods of Sandton



John Perlman

Day 1: Wednesday, 11 October 2023

09:00 – 09:05	Welcome by John Perlman
09:05 – 10:00	Fleetwood Grobler <i>President and CEO, SASOL</i> Business ethics as enabler to build a better South Africa
10:00 – 10:40	Prof Michael Katz <i>Chairman, ENSafrica</i> Update on the Companies Amendment Bills
10:40 – 11:00	Mid-morning tea break
11:00 – 11:40	Rudi Dicks <i>Head: Project Management Office, Presidency</i> Economic structural reforms as a driver for inclusive growth
11:40 – 12:20	Stephen Sadie <i>CEO, The Chartered Governance Institute of Southern Africa</i> The role of CGISA in building a better SA
12:20 – 13:20	Lunch
13:20 – 14:00	Lawson Naidoo <i>Executive Secretary, The Council for the Advancement of the South African Constitution</i> Good corporate governance: Lessons from the Zondo Commission

14:00 – 15:00	Panel discussion <i>Governance in Sport</i> 1. Lawson Naidoo: <i>Chairman, Cricket South Africa</i> 2. Willemien van der Merwe: <i>Former Company Secretary, The Blue Bulls Company</i> 3. Lwandile Simelane: <i>Vice president, South African Hockey Association</i> 4. Dennis Mumble: <i>Former CEO, SAFA</i>
15:00 – 15:40	Lindelwa Mngomezulu <i>Company secretary, MTN Group Fintech</i> The company secretary as a custodian of good governance in a technological world
15:40 – 16:00	Mid-afternoon tea
16:00 – 16:40	Sandile Tshabalala <i>Co-Founder, Huruma Bantfu</i> Reimagining corporate purpose through resilient governance systemic change: Revisiting the empty space we call 'Mandela'
16:40 – 16:55	Alastair Hall <i>Senior Director of Sales, Diligent</i> Good governance driven by data: The answer to surviving business shocks
16:55 – 17:00	Closing by John Perlman
17:00 – 19:00	Cocktails

Day 2: Thursday, 12 October 2023

09:00 – 09:05	Welcome by John Perlman
09:05 – 09:45	Firoz Cachalia <i>Chairman, National Anti-Corruption Advisory Council</i> Reflections on the national anti-corruption strategy
09:45 – 10:25	Cynthia Stimpel <i>Whistleblower Liaison Officer, The Whistleblower House</i> The role company secretaries can play in protecting whistleblowers
10:25 – 10:45	Mid-morning tea break
10:45 – 11:25	Tracey Davies <i>Executive director, Just Share</i> Responsible corporate climate lobbying: How to be a force for good
11:25 – 12:25	Panel discussion <i>Company secretaries in the frontline</i> 1. Vusi Skosana: <i>Company Secretary, The Banking Association South Africa</i> 2. Elizna Viljoen: <i>Company Secretary, Anglo American</i> 3. Karen Baldwin: <i>Group Deputy Company Secretary, Aspen Pharmacare</i> 4. Freda Moloi: <i>Company Secretary, 4Racing</i>

12:25 – 13:05	James Mackay <i>CEO, Energy Council of South Africa</i> Unpacking our energy crisis and outlook under the recently announced business-government partnership
13:05 – 14:00	Lunch
14:00 – 14:40	Leigh Roberts <i>CEO, Integrated Reporting Committee of South Africa</i> Recent developments in corporate reporting: Fitting it all together
14:40 – 15:20	James Beasley <i>Head of Board Advisory, EMEA, NASDAQ</i> Understanding directors' priorities – 2023/2024 emerging themes and hot topics from board evaluations
15:20 – 15:30	Wrap up by John Perlman

Please note that this programme is subject to change.

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2023

INTEGRATED REPORTING AWARDS

REWARDING

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IN REPORTING

INTEGRATED REPORT 2023



INTEGRATED REPORT 2023



SUSTAINABLE
LEADERSHIP






INTEGRATED REPORT 2023

15 Nov 2023
at 19:00
The Wanderers Club,
Illovo

“An Integrated Report tells the readers whether they can and should trust the company and specifically the board of directors. Are they aware of the risks and opportunities in their business environment? Do they have a clear roadmap for the company's future and the resources to achieve it? Are they able to implement strategies? But most importantly it tells a reader what the board really thinks about corporate sustainability.”

Anria van Zyl, Integrated Reporting Judge

SOME OF OUR JUDGES

				
PROF JOHN FORD	ZUBAIR WADEE	DR RENÉ DE KLERK	CLAUDE KAMANGIRIRA	ANRIA VAN ZYL
<i>BCom, MCom, CA(SA)</i>	<i>BAcc, CA(SA), CGMA</i>	<i>BCom, LLB, LLM, PhD</i>	<i>ACG, BSocSci, PGD, MBA</i>	<i>MPhil, MAcc, CA(SA)</i>
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Barbra Namupa Haipinge

Senior Assistant Group Company Secretary,
Capricorn Group Limited, FCG

Meet our members

“

As part of a big group of companies, we have a lot of exposure to many companies in the financial sector, from banking to investments and asset management.

”

Pathway to studying CGISA

I earned a Bachelor of Technology in Accounting and Finance from the Polytechnic of Namibia before changing fields and earning an LLB from Rhodes University. With the much-needed accounting experience, the transition was advantageous. I qualified as a legal practitioner of the Namibian High Court in 2014 under my former employer, ENSafrica (Namibia). Thereafter I changed career paths to company secretarial with my current employer Capricorn Group Ltd. I am currently the Senior Assistant Group Company Secretary.

Career and work

In my role, I undertake a range of responsibilities to support the group company secretary with services to various boards of the Group. This involves providing guidance on compliance with key regulatory frameworks such as King IV, NSX listings requirements, and corporate governance best practice. Additionally, I am responsible for ensuring that our Group adheres to the provisions outlined in the Companies Act, Central Bank regulations, and other relevant legislation. I also handle administrative duties related to boards and board committees and act as a liaison between shareholders, directors, and management, facilitating effective communication and coordination within the organisation.

Opportunities and challenges

As part of a big group of companies, we have a lot of exposure to many companies in the financial sector, from banking to investments and asset management. We have the opportunity to develop relationships with various boards, management, and shareholders through direct reporting lines, which only a few members of management have. Developing trusted relationships with regulators, which benefits us when dealing with them on pressing issues. The acquired skills and exposure opened doors to career and network opportunities.

There were some challenges, such as dealing with an unruly board, which exposed me to the problems that company secretaries encounter. Fortunately, this was only temporary and quickly rectified. Other hurdles include dealing with new governance compliance issues, which we discuss and overcome as a team.

CGISA qualification

It was Southern Africa's only professional body for company secretaries, and I was impressed with the structure of board subject areas, as well as the certification, which is highly recognised and has become a job prerequisite. The certification further earned me a promotion and contributed to the recognition of my skills and expertise.

Meet our members (continued)

Recommending the qualification to others

The qualification and membership are internationally recognised, as well as an expanded network, expertise, and job prospects.

Views on the role of the chartered secretary or chartered governance professional in today's workplace

Depending on the company size and industry, the role has evolved from just being a minute taker to providing advice and guidance on corporate governance, the Companies Act and other industry legislation.

Given the changing environment, such as the effects of South Africa's grey listing, new rules and regulations must be followed. Other countries have to get their houses in order with the new Companies Amendment

laws, data protection laws, beneficial ownership and ESG. Company secretaries ensure that these items are on the board and committee agendas and advise on the governance aspect. Being a member of the institute helps me stay up-to-date on these changes and provides guidance on relevant topics.

Inspirational anecdotes for fellow members and students

As challenging as the journey to certification may be, it is rewarding. It is the key to that door!

Leisure time

I take some time to read, catch up with family and friends, and rest. Since Covid, it is important to also live life.



Meet our members (continued)

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Ofentse Obakeng Molatedi
Legal Services Manager, Traxtion, FCG

...biggest challenges have come from resolving those legal complications, which vary from day-to-day.

”

Pathway to studying CGISA

I obtained an LLB from the UFS and then practised as an attorney in Bloemfontein. In November 2018, I began working at Traxtion, where I am now the Legal Services Manager.

Career and work

I am the head of Traxtion's Legal Department, and my responsibilities include monitoring and being accountable for all legal matters within the Traxtion Group.

Opportunities and challenges

I enjoy the legal complexities that come with my job, and some of my biggest challenges have come from resolving those legal complications, which vary from day-to-day.

CGISA qualification

I chose the CGISA qualification as I wanted to broaden my legal horizon and add to the knowledge gained from my studies towards my LLB as well as the experience gained through practice. It has contributed immensely to my career, as I am now able to perform all the company secretarial and corporate governance duties within the Traxtion Group.

Recommending the qualification to others

I would recommend the qualification to others because it puts you on the map and exposes you to a very different side of the legal and accounting fields.

Views on the role of the chartered secretary or chartered governance professional in today's workplace

My view is that those two roles are extremely important in ensuring the proper running and functioning of any organisation.

Inspirational anecdotes for fellow members and students

Be cool and stay in school by doing the CGISA qualification, I did, and look how cool I've become! LOL

Leisure time

Spending time with family and playing soccer with friends.



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Nhlamulo Eugene Majoko

Senior Manager: Corporate Governance and Administration,
Gautrain Management Agency, CGISA Student

Students in the spotlight

“

They act as custodians of the organisation's reputation and advocate for ethical behavior at all levels of the company.

”

Pathway to studying CGISA

I am the eldest child of my parents, born and raised in the small town of Tzaneen in Limpopo Province and began my primary education at Marito Primary School in Petanenge Village. I later transferred to Hudson Ntsanwisi Senior Secondary School in Nkowankowa Township, where I successfully completed my matriculation.

My academic achievements include a BCom accounting degree from the University of Limpopo, an MBA in business ethics and corporate governance from Regenesys Business School. I am currently enrolled for the company secretarial practice board exam with CGISA.

Throughout my professional career, I have accumulated more than 12 years of experience in the fields of accounting, governance, and company secretariat. During this time, I have held positions as a junior, senior executive, and director. Notably, I have worked for both private and listed companies for seven years, and for the public sector for five years. Currently, I serve as Senior Manager: Corporate Governance and Administration at the Gautrain Management Agency.

Career and work

As an overseer of the company secretariat function for management committee meetings and all board committees, my role involves a range of fundamental responsibilities.

One of my primary responsibilities includes developing, benchmarking, and reviewing the terms of reference for board committees, strategic framework, and delegation of authority framework on an annual basis. This task ensures alignment with applicable legislation and industry best practices, promoting effective governance within the organisation. I diligently monitor compliance with the GMA Act, PFMA, treasury regulations, and other corporate governance documents. This involves continuously assessing adherence to regulatory requirements, identifying areas of improvement, and recommending corrective measures when necessary.

To facilitate transparent decision-making, I compile comprehensive board committees reports that are included in the integrated annual report and strategy document. These reports serve as valuable tools for stakeholders, providing an overview of committee activities and key outcomes.

Students in the spotlight (continued)

Ensuring the effectiveness of board committees is crucial. Thus, I provide valuable inputs and support in the evaluation of these committees, fostering a culture of continuous improvement. Additionally, I assist in the implementation of action plans derived from these evaluations, promoting the organisation's growth and development. To stay abreast of evolving corporate governance trends, I conduct thorough research and analyse relevant industry insights. This enables me to provide valuable advice and guidance to committee members, facilitating informed decision-making and ensuring the organisation remains at the forefront of best practice.

As part of my duties, I establish and maintain an operational risk and opportunity register. This register enables the identification and tracking of risks across various functions within the organisation. Any risks not addressed within the operational risk register are escalated to the appropriate channels, such as the GMA risk register.

Opportunities and challenges

Ensuring compliance with various laws, regulations, and industry standards is a constant challenge. Staying updated with changes in legislation, interpreting complex regulations, and implementing necessary changes within the organisation can be demanding.

The preparation of manco, board and board committees meeting agendas, compiling board packs, and ensuring the timely distribution of relevant materials can be a time-consuming task. Coordinating with management and board members, collating reports, and addressing any last-minute changes or additions to meeting agendas can add to the daily workload. Managing sensitive and confidential information, such as board minutes, contractual agreements, and shareholder communications, requires meticulous organisation and strict adherence

to data protection policies. Safeguarding the integrity and security of sensitive information can present daily challenges.

Staying updated with evolving governance practices, legal frameworks, and industry trends is crucial. Engaging in ongoing professional development through courses, seminars, and conferences is necessary to enhance skills and knowledge, but juggling them with the deliverables' deadlines can be a challenge.

CGISA qualification

I have chosen to pursue a qualification with the CGISA, as it is widely recognised and respected in the field of governance and company secretariat. It offers comprehensive knowledge and practical skills necessary for a successful career in the corporate governance field.

Since enrolling with the CGISA, I have gained a deep understanding of governance principles, legal requirements, and best practice. This knowledge has equipped me with the necessary tools to navigate complex regulatory environments, ensure compliance, and contribute to effective decision-making within organisations. The qualification also provided me with an opportunity for networking and building connections within the corporate governance community. This network is valuable for my career growth, sharing insights, and staying updated with industry trends and developments.

Recommending the qualification to others

I would highly recommend the CGISA qualification due to its professional recognition, comprehensive knowledge base, career advancement opportunities, CPD framework, and networking benefits. Achieving this qualification can provide individuals with a competitive edge and contribute to their long-term professional success in the governance and secretarial field.

Students in the spotlight (continued)

Views on the role of the chartered secretary or chartered governance professional in today's workplace

The role of a chartered secretary or chartered governance professional holds significant value within modern workplaces, playing a pivotal role in promoting transparency, accountability, and good governance within organisations. Their responsibilities encompass a diverse range of tasks, including ensuring compliance with legal and regulatory obligations, facilitating effective communication between stakeholders, and offering expert guidance to board members and senior management on corporate governance matters.

Given the complexity and dynamic nature of today's business landscape, the role of a chartered secretary or chartered governance professional is critical in navigating increasingly stringent regulatory requirements. By keeping organisations informed about relevant legislation, industry best practices, and emerging trends, these professionals mitigate risks and guarantee adherence to governance obligations.

Moreover, chartered secretaries or chartered governance professionals actively contribute to strategic decision-making process in organisations. Their expertise in areas like corporate ethics, risk management, board effectiveness, and stakeholder engagement enables them to provide

valuable advice and guidance to board members and executive management. Their insights and recommendations aid in shaping and aligning the organisation's strategic objectives with best governance practices.

Furthermore, chartered secretaries or chartered governance professional serve as trusted advisors, upholding high standards of professionalism, integrity, and ethical conduct. They act as custodians of the organisation's reputation and advocate for ethical behaviour at all levels of the company.

Inspirational anecdotes for fellow members and students

George Eliot once said, "It is never too late to be what you might have been". They say "money makes the world go round and the accountants keeps it spinning", but remember, it is governance that keeps it intact and in equilibrium.

Leisure time

During my leisure time, I typically prioritise spending quality moments with my family. Additionally, I occasionally engage in the recreational activity of golf, finding it an enjoyable way to unwind and pursue personal interests and also read a good book.



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