

**SOUTH AFRICAN RUGBY UNION**

**TERMS OF REFERENCE – SOCIAL & ETHICS COMMITTEE**

**TERMS OF REFERENCE OF THE SOCIAL AND ETHICS COMMITTEE**

# **1 INTRODUCTION**

SARU’s Executive Committee (“Exco”) has resolved, in terms of Companies Act 71 of 2008 Section 72 (4) (“the Act”) as well the SARU Constitution Section 15.9, to establish a Social and Ethics Committee (“Committee”), whose duties are listed below, in this document.

# **PURPOSE OF THE COMMITTEE**

The Committee is established to assist Exco with an oversight of social and ethical matters and in ensuring that SARU is and remains a committed socially responsible corporate citizen. To this end, the Committee shall assist the Exco in monitoring the application of the rules and processes set out in SARU’s Code of Conduct, SARU policies and South Africa’s relevant legislation.

# **FUNCTIONS AND SCOPE**

As stipulated in the Act, and by way of commitment by SARU, the Committee shall provide advice and guidance in respect of:

1. **Transformation** including SARU’s standing in respect of goals and purposes of:
   * 1. the ten principles set out in the United Nations Global Compact Principles
     2. the Organisation for Economic Co-operation and Development (OECD) recommendations regarding corruption;
     3. Employment Equity Act;
     4. Broad-based Black Economic Empowerment Act;
2. **Consumer Relationships** including the SARU’s advertising, public relations and compliance with consumer protection laws;
3. **Environment, health and public safety** including the impact of SARU’s activities;
4. **Good corporate citizenship,** including SARU’s
   * 1. promotion of equality, prevention of unfair discrimination, and reduction of corruption;
     2. contribution to development of the communities in which SARU’s activities are predominantly marketed; and
     3. record of sponsorship, donations and charitable giving;
5. **Labour and Employment,** including –
   1. SARU’s standing in terms of the International Labour Organisation Protocol on decent work and working conditions; and
   2. SARU’s employment relationships and its contribution toward the educational development of its employees;

# **POWERS**

The Committee is authorised by Exco to:

1. Investigate any activities within the provision of its Terms of Reference;
2. Seek outside legal or other independent professional advice at SARU’s expense in line with SARU’s developed procedure for such purpose;
3. Secure the attendance of outsiders with the relevant experience and expertise where necessary at SARU’s expense in line with SARU’s developed procedure for such purpose;
4. Seek any information it requires from any employee, to enable the Committee to carry out its responsibility and duties in accordance with the Terms of Reference and all employees are required to cooperate with any reasonable requests made by the Committee;
5. Delegate duties to SARU management.

# **COMPOSITION OF THE COMMITTEE**

* 1. The Committee will comprise of no fewer than four (4) and no more than six (members) as per SARU constitution.
  2. The Committee should comprise of members of the non-executive directors the majority of whom must be independent non-executive directors.
  3. The Chairman shall always be a non-executive director
  4. An “Independent member”, in the context of the Committee is any member who is not a current member of Exco or any of the governing structures of a Province of SARU.

# **FUNCTIONING**

* 1. The Committee shall meet at least once every quarter;
  2. In cases of emergency, a meeting may be held through a teleconference;
  3. The Company Secretary shall be the standing secretary of all meetings, alternatively in their absence, the chairman in consultation with the Chief Executive Officer will assign a meeting secretary
  4. A copy of minutes will be sent to the members of the Committee and Exco;
  5. In order to perform their responsibilities, the Committee may call upon an expert to assist the Committee where assistance is required from time to time.

1. **CONFIDENTIALITY AND GOVERNANCE**
   1. All members of the Committee, whether or not they are employees of SARU, automatically undertake to be bound in full by the SARU’s Code of Conduct and its Values.
   2. All members of the Committee automatically undertake to observe full confidentiality about the content of all information which may come to their attention from time to time. No such information may be revealed to persons outside of SARU without the prior authorisation of the Exco Chairman.
   3. Unless specifically authorised by the Exco Chairman, no member of the Committee may make statements to the media.

# **REMUNERATION**

* 1. All independent members of the Committee who are not independent non-executive directors, as well as such other independent professionals as may be requested to assist or consult to the Committee on occasion, are eligible to receive such remuneration in respect of their time and contributions to the business of the Committee as may be determined by formal resolution of the Committee from time to time.
  2. The members and attendees may also be reimbursed all travelling, hotel and other expenses properly incurred by them in or about the performance of their activities as members or attendees, including those travelling to and from meetings of the Committee, on such basis as the Committee may determine from time to time.

# **ANNUAL ASSESSMENT OF TERMS OF REFERENCE**

The Committee shall review and assess the adequacy of these Terms of Reference annually or more frequently if necessary and recommend changes as needed to Exco.