



COUNCIL CHARTER

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1. PREAMBLE

- 1.1 The Charter aims to ensure good governance for Council Members, to ensure that they perform their duty and exercise their powers/mandate as diligently as possible; maintain the highest standards of propriety and integrity at all times, within the domain of their mandate.

2. SCOPE OF APPLICATION

The Charter applies to all appointed members who form part of the Accounting Authority of DITSONG: Museums of South Africa.

3. DEFINITIONS

- 3.1 Accounting Authority – means the legally mandated governance structure of DMSA in terms of the Public Finance Management Act (No 1 of 1999).
- 3.2 Council members - any appointed member of Council.
- 3.3 Charter - Charter of Good Practice.
- 3.4 Council - DMSA Council
- 3.5 Cultural Institutions Act - Cultural Institutions Act, 1998(Act No. 119 of 1998)
- 3.6 Executive Authority – means the Minister of Arts and Culture
- 3.7 Legislation - applicable statutes and regulations which govern the responsibilities of Council.

4. COMPLIANCE WITH OATH /AFFIRMATION

Within the domain of their mandate, Council Members must subscribe to the following principles:

- 4.1 shall strive for good governance by fulfilling all obligations imposed upon them and acting in the best interest of the institution, government and the public, by faithfully upholding and applying the applicable legislation.
- 4.2 shall display/demonstrate good faith by exercising diligence, honesty and objectivity in the performance of their duties and responsibilities.
- 4.3 shall promote the objectives of the institution by upholding the rule of law and refraining from engaging in improper or illegal activities, or act in a manner which, viewed objectively, could be construed as unbecoming of a Council Member.
- 4.4 shall exhibit/display loyalty in all matters pertaining to the affairs of Council by refraining from engaging in any activity that may conflict with the interest of Council, or activities, which may hamper their ability to objectively carry out their duties and responsibilities/mandate.

- 4.5 shall accept tasks as assigned to them by Council and shall sign a covenant to be bound by the Charter.
- 4.6 shall always take into account legislative requirements and other broader national imperatives whenever they develop Council policies to ensure consistency and harmony with government objectives.

5. COUNCIL'S ROLES AND RESPONSIBILITIES

Council is responsible for the overall stewardship of the institution. Council oversees the institution's business and affairs and engages with executive management in ensuring the long-term creation of stakeholder value, sustainability, preservation and protection of the institution's assets.

- 5.1 In terms of the Cultural Institutions Act, 1998 (Act No. 119 of 1998, as amended), Council has the following responsibilities:

- (a) to formulate policy;
- (b) to hold, preserve and safeguard all movable and immovable property of whatever kind placed in the care of or loaned or belonging to the declared institution concerned;
- (c) to receive, hold, preserve and safeguard all specimens, collections or other movable property placed under its care and management under section 10(1);
- (d) to raise funds for the institution;
- (e) to manage and control the moneys received by the declared institution and to utilise those moneys for defraying expenses in connection with the performance of its functions;
- (f) to keep a proper record of the property of the declared institution, to submit to the Director-General any returns required by him or her in regard thereto and to cause proper books of account to be kept;
- (g) to determine, subject to this Act and with the approval of the Minister, the objects of the declared institution; and
- (h) to generally, carry out the objective of the declared institution.

- 5.2 In addition to the Cultural Institutions Act stipulations and any other requirements specified in South African law, the Council bears principal responsibility for the following:

- (a) Satisfying itself as to the ethical conduct of Management:

Council will take such actions as it deems necessary to satisfy itself as to:

- (i) the integrity of the Chief Executive Officer and Management team; and
- (ii) the creation of a culture of ethical conduct throughout the institution.

- (b) Determining the institution's strategic direction:

In respect of each fiscal year, the Council will:

- (i) approve the long and short term strategies for the organisation and monitor their implementation by management; and
 - (j) before approving the strategy, Council should ensure that the strategy is aligned with the purpose of the institution, the values of the institution's business and the legitimate interest and expectations of stakeholders.
- (c) Governance of risk:
- (i) governance of risk through formal processes, which include the total system and process of risk management; and
 - (ii) the Audit, Risk, Information and Communication Technology Committee will assist Council in carrying out its risk governance responsibilities.
- (d) Appoint the Chief Executive Officer:
- (i) the corrective responsibilities of Management rests in the CEO and as such the CEO bears ultimate responsibility for all Management functions. The Council delegates to Management via the CEO, who will in turn delegate to those reporting to him or her;
 - (iii) the functions of the CEO in line with the King IV Code on Corporate Governance include:
 - recommending or appointing the executive team and ensuring proper succession planning and performance appraisals;
 - developing the institution's strategy for consideration and approval by Council;
 - developing and recommending to Council annual performance plans and budgets that support the institution's long-term strategy;
 - monitoring and reporting to Council the performance of the institution and its conformance with compliance imperatives;
 - establishing an organizational structure for the institution, which is necessary to enable execution of its strategic planning;
 - setting the tone in providing ethical leadership and creating an ethical environment;
 - ensuring that the institution complies with all relevant laws and corporate governance principles; and
 - ensuring that the institution applies all recommended best practices and, if not, that the failure to do so is justifiably explained.
- (e) Establish a framework for the delegation of authority:

Council may delegate authority to Management but, in doing so, the Council and its Council members do not abdicate their duties and responsibilities. In delegating authority, Council should establish benchmarks and performance indicators to hold Management accountable for decisions and action delegated to them.

(f) Communication with stakeholders:

Council will ensure that the institution maintains a programme to effectively communicate with its stakeholders, including government, employees and the general public. Such programmes include without limitation, the development of the institution's whistle blowing mechanism and website.

(g) Integrity of internal control and management information systems:

(i) Council will ensure that effective systems are in place to monitor the integrity of the institution's internal control and management information systems.

(ii) Implementing a structure of review and authorisation design to ensure the fair presentation of the institution's financial position. The structure should include:

- review and consideration of the financial statements by the Audit Committee, and
- a process to ensure the independence and competence of the institution's external auditor(s).

(iii) Council may delegate to the Audit, Risk and ICT Committee responsibility to review the effectiveness of the systems and to monitor the institution's internal control and management information systems.

6. PERFORMANCE ASSESSMENT

The evaluation of Council, its committees and the individual Council members should be performed annually.

6.1 Council and committee evaluation:

(a) Improved Council performance and effectiveness can be achieved through regular and timely appraisals of Council;

(b) Council should consider whether performance evaluations and independence should be done in-house or conducted by independent service providers, subject to legislative requirements.

Evaluation procedures and results should be reviewed by a committee set up by Council for this purpose.

(c) The Chairperson may lead the overall performance evaluation of Council and Council committees with the assistance of the Council Secretary and / or CEO. However, independent performance appraisals should be considered in the interest of eliciting candid responses. Council should

discuss the Council evaluation results at least once a year.

- (d) Annual performance appraisals of individual Council members, Council, Council Committees and the Chairperson, can provide the basis for identifying future training needs.

6.2 Chief Executive Officer's (CEO) evaluation:

- (a) A committee appointed by Council or other delegation, should evaluate the performance of the CEO at least once a year.
- (b) The results of such an evaluation should also be considered in determining the remuneration and performance bonus of the CEO.

7. GIFTS AND PERSONAL ADVANCEMENT

- 7.1 Council members shall not accept any improper benefit, fee, remuneration, commission, gift, profit, advantage or privilege by virtue of their position that can be perceived as being calculated to influence a Council member to act or refrain from acting in a particular manner.

8. CONFLICT OF INTEREST

- 8.1 Council members shall not abuse their positions when executing their duties by soliciting or manifest bias or prejudice against or in favour of any person or organisation, including a voluntary professional association.
- 8.2 A Council member shall recuse himself/herself from a meeting/deliberation if either a reasonable suspicion of bias or conflict of interest exists based upon objective facts.
- 8.3 A Councillor shall declare any personal interest vested in a matter before Council or a committee of the Council on which he/she serves, and shall recuse himself/herself when he/she is expected to take a decision on the matter.

9. CONFIDENTIALITY

- 9.1 Council members shall strive to be prudent in the use of information in the course of their duties, by refraining from using confidential information of any kind for personal gain or in a manner prejudicial/detrimental to Council.
- 9.2 Council members shall continuously endeavour to strive for improvement in the proficiency and effectiveness of their service.

10. PERSONAL VIEWS AND PUBLIC DEBATE

- 10.1 Council members shall exercise reasonable care in expressing an opinion by obtaining sufficient factual evidence to warrant such an opinion and/or expression.
- 10.2 Council members shall refrain from making statements to the media or engaging in a manner which may be detrimental to the image of Council.

Where comment is necessary, the Chairperson of the Council shall make the statement in that capacity to protect the image of Council as a whole.

11. FEES AND DISBURSEMENTS

- 11.1 Council members will be remunerated according to the approved remuneration scales as determined annually by National Treasury for their attendance of approved meetings and for reasonable expenses.
- 11.2 Council members shall keep their expenses reasonable and consistent with Council's rates of remuneration applicable to Council or any other applicable tariff and any allowances payable for services rendered to/or on behalf of Council.
- 11.3 Council members shall furnish acceptable records to support their expenses.

12. TENURE OF OFFICE

- 12.1 Council members shall hold office for the duration as determined by the Minister of Arts and Culture.
- 12.2 In the event that a Council recommends the removal of a Council member on the basis of misconduct or an inability to effectively perform their duties or contravention of the legislation/Act and/or Charter of Good Practice, Council will write to the Minister of Arts and Culture requesting said Council member be removed from office.

13. ENFORCEMENT OF THE CHARTER

- 13.1 Whenever there is an allegation of impropriety, misconduct or contravention of this Charter by a Council member, the Chairperson of Council shall constitute a three person Committee to be called "Committee for Compliance with the Charter" (CCC) to hear evidence of any impropriety, misconduct or contravention of the Charter and make such a determination thereon as it may deem appropriate.
- 13.2 In the case of the allegation of the nature described in 13.1 against the Chairperson, the Executive Authority shall constitute the CCC.
- 13.3 The CCC shall consist of 3 Council members, one of whom will be designated as the chairperson.
- 13.4 While the CCC is being constituted to investigate the allegation against the accused Chairperson of

Council or accused Council member, such accused person shall be temporarily suspended from executing his/her duties as a Council member.

- 13.5 The accused Council member shall be given notice of the hearing at least seven days prior to the date of the hearing, which notice shall contain the details of the allegations against him/her, the right to call witnesses and to be represented by a fellow Council member.
- 13.6 Simultaneously at the time of the constitution of the CCC, the Chairperson/ Executive Authority shall appoint a person (hereinafter referred to as a case presenter) to present the allegations against the accused Council member.
- 13.7 At the hearing the CCC shall listen to evidence from both the case presenter and the accused Council member including their witnesses, provided that each party shall be entitled to cross-examine the other party's witnesses and interrogate the evidence presented to the CCC.
- 13.8 Once both parties have closed their cases, the CCC shall make a determination as to whether there has been an act of impropriety, misconduct or contravention of the Charter and thereafter call upon the accused Councillor to place mitigating circumstances in the case of a finding against him/her, and the case presenter to place aggravating circumstances on record.
- 13.9 In the case of determination that there is no act of impropriety, misconduct or contravention of the Charter, the matter shall be deemed to be finalised.

14. APPROVAL OF THE CHARTER

THIS CHARTER IS APPROVED BY:



.....
Ms. K. Rapoo
CHAIRPERSON: DMSA COUNCIL
Date: 27 October 2018



Covenant for Council Members

I, the undersigned _____ Council Member of DITSONG: Museums of South Africa (DMSA), duly appointed in terms of Section 8 of the Cultural Institutions Act, 1998 (Act No.119 of 1998), hereby undertake:

1. To uphold and promote the law of the Republic and /or the provisions of the Cultural Institutions Act (119 of 1998) and the Charter for Council Members.
2. To observe the law and to maintain ethical standards.
3. To honour the mandate of the Council.
4. To maintain the highest standards of honesty and integrity at all times.
5. To treat the interest of the public as paramount.
6. To avoid putting myself in a position that is in conflict with Council's mandate.
7. To honour all undertakings given in the course of my duty/mandate, until the duty/mandate is performed, released or executed.
8. To execute my duty without fear, favour or prejudice.

Signed on this _____ day of _____ 20 _____

_____ Signature of Council Member

Witness

1. _____
2. _____