



TERMS OF REFERENCE

PROVISION OF SECRETARIAT SERVICES FOR A PERIOD OF 12 MONTHS

RFQ78/ COMPANYSECRETARY/2026

Motivation

PACOFs is currently seeking a service provider to assist with secretariat services for its Council and Council committees for a maximum period of twelve (12) months. The appointed company secretary will be responsible for ensuring compliance and good corporate governance across the organisation by providing legal guidance and support to the Council, management, and employees, enabling them to effectively discharge their fiduciary and other responsibilities.

SCOPE OF WORK

1. The service provider should provide:

- 1.1 Accurate minutes of meetings, ensuring proper record-keeping, communicating action items, and providing Corporate Governance and legal Support at Council and Council committees meetings.
- 1.2 Interact with the Chairperson of Council, Chairpersons of Council committees, Council and subcommittee members ,the Chief Executive Officer and Chief Financial Officer to provide comprehensive practical support to Council members and other Committee members.
- 1.3 Ensure that the Council and Council committee charters and terms of reference are kept up to date.
- 1.4 Be responsible for ensuring the proper compilation and timely circulation of Council and Council committees' packs and for assisting the Chairpersons of the Council and committees in the drafting of yearly work plans.
- 1.5 The Council secretary reports to the Council on all governance matters and ensures that the Council is aware of any potential compliance issues.
- 1.6 Obtain appropriate responses and feedback on specific agenda items and matters arising from earlier meetings in Council and Council committee deliberations.
- 1.7 **Maintaining Statutory Registers**
 - 1.7.1 Ensure that the proceedings of the Council and Council committee meetings are properly recorded and that minutes of the meetings are circulated to Council Members in a timely manner after the approval of the Chairperson of the Council or relevant Council committee.
 - 1.7.2 Responsible for maintaining all statutory registers, including minutes of meetings, registers of disclosures of conflicts of interest, and other required records.
- 1.8 Assist the Council and Council committees with the yearly evaluation of the Council and individual Council members for submission to the executive authority.
- 1.9 **Providing Guidance-** to Councillors on their duties, responsibilities, and powers, ensuring they understand their obligations under the Companies Act and other relevant legislation.
- 1.10 **Induction and Training-** The Council secretary assists in the proper induction, orientation, and ongoing training of directors, including their fiduciary responsibilities.

- 1.11 **Conflict of Interest-** advise on matters relating to conflicts of interest and ensure that these are appropriately disclosed.
- 1.12 **Relationship with Stakeholders-** may act as a primary point of contact for shareholders and proxy voting/corporate governance advisors, ensuring that their interests are properly considered.
- 1.13 **Corporate Records-** is responsible for the creation, maintenance, and retention of official corporate records.
- 1.14 **Legal Advice -** ensure that legal advice is made available on contracts, legal cases, policies and transactions.
- 1.15 **Communication-** ensures that Council decisions and other important communications are formally channelled to the appropriate stakeholders.
- 1.16 Any other corporate governance and legal requirements that may be required by Council to fulfil their mandate.

2. ADMINISTRATIVE RESPONSIBILITIES

- 2.1 Managing the logistical aspects of Council and committee meetings, including scheduling, preparing agendas, arranging venues, and distributing meeting materials.
- 2.2 Arranging meetings (ordinary and special meetings).
- 2.3 Finalising the agenda with the Chairpersons of Council and Council Committees.
- 2.4 Compilation of meeting packs.
- 2.5 Electronic distribution of meeting packs to the members.
- 2.6 Maintaining attendance registers for all Council and Council Committee meetings.
- 2.7 Compile and maintain a register of matters arising for the Council and its committees.
- 2.8 Maintain a register of minutes of all Council and its committee meetings.
- 2.9 Prepare the annual work plan for the Council and its committees.
- 2.10 Drafting and sending official Council communications to the Executive Authority and other stakeholders as and when required by Council.
- 2.11 Preparing Council summaries, where applicable for Executive Authority meetings for circulation to the Council members.
- 2.12 Facilitating Council approvals via Round Robin.
- 2.13 Maintaining a register of official Council requests to the management team.
- 2.14 Review annually the Council and committee charter.

3. DELIVERABLES

- 3.1 Provide legal advice to the Council and management of PACOFS.
- 3.2 Professional secretariat services to the Council.
- 3.3 Timely delivery / distribution / dissemination of information to the Council and its Committees.
- 3.4 Professional Communications to stakeholders in an approved format.
- 3.5 Annual Council reviews.
- 3.6 Confidentiality and Security of all PACOFS information.
- 3.7 Electronic meeting packs.
- 3.8 Annual work plans.
- 3.9 Minute books.

3.10 Annual Declaration of interest register.

3.11 Attendance registers.

The PACOFS has the following Committees:

Council/Committees	Number of ordinary meetings per annum	Estimated number of special meetings per annum
Council	4	6
Audit and Risk Committee	4	6
Remuneration, Social & Ethics Committee (REMSEC)	4	6
Core Business Committee	4	6
Special Projects Committee	4	6

The monthly retainer required in paragraph 5 should make provision for four (4) ordinary meetings, the estimated six (6) special meetings per committee and round robin requirements. Additional special meetings that may be required by Council will be paid at an hourly rate which should be provided as part of the proposal. The hourly rate will become applicable when the estimated annual special meetings per committee have been exhausted.

The proposal must demonstrate understanding of the scope of work and must also contain in the form of supporting schedules additional evidence as required for evaluation. The proposal must at a minimum, include:

- Indications of additional value to be derived from the services, the firm and team composition.
- Expertise within the firm.
- IT security measures and physical security measures used by the service provider to safeguard confidential information.
- The number of people to be assigned to the assignment.
- The ability to retain the level of expertise when staff changes to avert interruptions in services etc.

4. MINIMUM REQUIREMENTS

Qualifications and Skills of the lead secretariat:

4.1 **Legal Knowledge** The council secretary should possess a strong understanding of corporate law, including the Companies Act, PFMA, King IV or latest, and other relevant regulations.

4.2 LLB degree / equivalent legal qualification (NQF 8). An LLM will be an added advantage.

4.3 **Governance Expertise:** have in-depth knowledge of corporate governance principles and best practices.

4.4 **Communication Skills:** Be able to communicate effectively with all stakeholders, including directors, shareholders, and external advisors.

4.5 **Analytical Skills:** They should be able to analyze information, identify potential compliance issues, and provide appropriate advice.

4.6 5 years' experience in a managerial position.

- 4.7 5 years in legal practice – admitted Attorney, corporate lawyer, legal adviser, or similar.
- 4.8 5 years in company secretary role, preferably in a schedule 3A public entity or PFMA entity.
- 4.9 Budgeting Skills.
- 4.10 Minute taking
- 4.11 Knowledge in records management and archiving.

5. FEES

5.1 PACOFS will pay a monthly retainer for the period of twelve (12) months for company secretarial services. The retainer must be inclusive of VAT. The company secretary will be included by the entity in the travel and accommodation arrangements for Council members. An hourly rate should be provided for additional special meetings above the number specified in paragraph 3 above.

6. EVALUATION PROCESS

Phase 1: Compulsory Documents

- 6.1 Proof of Registration with the Central Supplier Database (CSD).
- 6.2 Completed and signed SBD forms (SBD 4 & 6.1).
- 6.3 Detailed company profile, which clearly stipulates the relevant experience, knowledge as well as directorships of company.
- 6.4 Valid BBBEE certification or Affidavit to claim specific goals from SBD 6.1. Non submission will not disqualify the quotation.

NB: Failure to submit the above-mentioned documents will lead to disqualification.

7. Phase 2: Evaluation Criteria

7.1 Bids will be evaluated on compliance and functionality. Bidders that score a minimum total of 70 points for functionality evaluation will be evaluated using the 80/20 system in terms of Regulation 4 (1) of Preferential Procurement Regulations (PPR) 2022, where a maximum of 80 points will be allocated for price and a maximum of 20 points will be allocated for PACOFS’ specific goals.

CRITERIA	SUBCRITERIA	Guidelines	Total Points
EXPERIENCE	- Number of years of experience of the lead consultant (the consultant to be assigned to PACOFS)	Six points per year of verifiable relevant experience working as company secretary (CV must be supplied to enable verification of claimed experience)	30

EXECUTION PLAN The plan must demonstrate understanding of the scope of works on page 2-3.	<ul style="list-style-type: none"> - Detailed project execution plan 	Excellent = 25 Good = 20 Satisfactory = 15 Poor = 5 Not Acceptable = 0	25
QUALIFICATIONS OF THE LEAD CONSULTANT TO BE ASSIGNED TO PACOFS	<ul style="list-style-type: none"> - Under-graduate legal degree - 10 points - Post-graduate legal degree – 10 points - Professional membership (Chartered Secretary) – 10 points 	Certified copies of certificates. Certified ID copy. Certified copy of proof of professional membership	30
COMPANY EXPERIENCE	<ul style="list-style-type: none"> - Submit relevant appointment letters / contracts for the provision of company secretariat services. 	Five points per appointment and reference letter.	15
TOTAL			100

Note: A bidder that scores less than 70 points out of 100 as per categories in respect of functionality will be regarded as submitting a non-responsive proposal and will be disqualified.

Phase 3: Price and Specific Goals

The maximum points for this tender are allocated as follows:

	POINTS
PRICE	80
SPECIFIC GOALS	20
TOTAL POINTS FOR PRICE AND SPECIFIC GOALS	100

8. CONTRACT PERIOD

The Company Secretary will be appointed for a maximum period of twelve- months..

9. TENDER DEFAULTERS AND RESTRICTED SUPPLIERS

No bid shall be awarded to a bidder whose name (or any of its members, directors, partners, or trustees) appear on the register of Tender Defaulters kept at the National Treasury or who have been placed on National Treasury's list of Restricted Suppliers. The entity reserves the right to withdraw an award, or cancel a contract concluded with a bidder should it be established, at any time, that the bidder has been blacklisted with National Treasury or any government institution.

10. OUT CLAUSE

PACOFSS reserves the right not to appoint any service provider. PACOFSS does not bind itself to accept either the lowest price or any other bid and reserves the right to accept the bid which it deems to be in the best interest of the entity.

11. VALIDITY PERIOD

Quotations must be valid for a period of 30 days.

12. SUBMISSION

Quotations must be emailed to quotation@pacofs.co.za not later than Tuesday, **17 March 2026 @ 11:00**. No hand delivered documents will be accepted.

13. CLOSING DATE

13.1 The closing date for submitting proposals is **17 March 2026 @ 11:00**.

14. ENQUIRIES

For more information please contact SCM department , 051 447 7771 ext.2234 or e-mail: quotation@pacofs.co.za

**CLOSING DATE FOR THE SUBMISSION OF THE BID
TUESDAY 17 MARCH 2026
11:00**

No late submissions will be accepted