

	Terms of Reference	Transmission
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Operations Forum Terms of Reference**

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1. Constitution

- 1.1. Transmission Environmental Operations forum has been established to provide direction, oversight, guidance, and to ensure adherence to environmental legislative and other requirements for environmental protection. The forum is represented by Business Unit Environmental Representatives (BUER), and environmental practitioners.
- 1.2. The Forum shall carry out its role and responsibilities and exercise its delegated authority as determined by Tx OGE GM, and reflected in these terms of reference, subject to the provisions of the Companies Act, the PFMA, the DoA, the Mol, the Shareholder's Compact, and any other applicable legislation, governance protocols or Eskom Holdings policy/procedure.
- 1.3. To the extent that there is a conflict between the Governance Framework and these terms of reference, the governance framework shall take precedence and these terms of reference shall be amended to remove the conflict.
- 1.4. Members and officials shall, in fulfilling their responsibilities, apply the King IV principles and, when required, explain the practices that demonstrate the application of these principles.

2. Composition of the Forum

- 2.1 The Forum shall comprise BUER from each business unit.
- 2.2 The General Manager Office of GE shall endorse the appointment of the Chairperson and members as made by the Transmission Senior Manager SHREQS.
- 2.3 The tenure of members of the Forum is at the discretion of Tx OGE GM and shall have the power at any time to remove any members from the Forum, and to fill any vacancies created by such removal.

3. Forum Support

- 3.1 The Forum may appoint specialists as officials to assist the Forum in an advisory capacity and who may be required to attend meetings of the Forum.
- 3.2 Officials shall not form part of the quorum and shall not have any voting powers. They may be removed by the Forum at any time.

4. Supporting Clauses

4.1 Normative/Informative References

Parties using this document shall apply the most recent edition of the documents listed in the following paragraphs.

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4.1.1 Normative

- a. Companies Act Companies Act Public Finance Management Act, 1 of 1999, as amended and includes its regulation
- b. Companies Act, 71 of 2008, as amended and includes its regulations
- c. 240-62072907: Eskom's Delegation of Authority Policy
- d. 240-102590820: Transmission Environmental Management System Manual Document
- e. ISO 14001:2015, Environmental Management System - Specification with guidance for use.
- f. 240-65347859 Eskom's Memorandum of Incorporation

4.1.2 Informative

- a. Terms of reference of [insert name of principal committee]
- b. Shareholder's Compact
- c. EPC 32-727: SHEQ Policy
- d. 240-102590820: Transmission Business Management System Manual
- e. The King IV Report and Code on Governance for South Africa, 2016
- f. ISO 9001:2008

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4.2 Definitions

- 4.2.1 **Business Day:** any day other than a Saturday, Sunday or official public holiday in the Republic of South Africa
- 4.2.2 **Chairman:** the chairman of the Committee from time to time
- 4.2.3 **Companies Act:** Companies Act, 71 of 2008, as amended and includes its regulations
- 4.2.4 **DoA:** Eskom's Delegation of Authority Policy (240-62072907)
- 4.2.5 **Eskom:** Eskom Holdings SOC Ltd
- 4.2.6 **Forum:** Transmission Environmental Operations Forum
- 4.2.7 **Governance Framework:** The legislative and policy frameworks defined in the Mol and as referred to in clause 1.2 above
- 4.2.8 **King IV:** The King IV Report on Corporate Governance for South Africa, 2016
- 4.2.9 **Mol:** Eskom's Memorandum of Incorporation (240-65347859)
- 4.2.10 **Round robin resolution:** a resolution adopted by written consent as provided for in section 74 of the Companies Act and as referred to in clause 7.5.3 below.
- 4.2.11 **PFMA:** The Public Finance Management Act, 1 of 1999, as amended and includes its regulations
- 4.2.12 **Principal Committee:** The committee that establishes the sub-committee and delegates authority to it.

4.3 Abbreviations

Abbreviation	Explanation
BUER	Business Unit Environmental Representative
EMS	Environmental Management System
FBS	Environmental legal contravention incident as a result of significant failure of business systems
KPI	Key performance Indicator
SI	Sustainability Index
TEOF	Transmission Environmental Operations Forum

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5. Roles and Responsibilities

5.1 Role of the Forum

The role of the Forum is to:

- a) The role of the TEOF is to provide strategic and operational support to the Transmission Senior manager SHREQS in managing the implementation of the Eskom Holdings SHEQ policy and Environmental Strategy across Transmission.
- b) To promote compliance with environmental legislation and other requirements
- c) Ensure the environmental objectives in the business and operational plans are implemented and revised.
- d) Oversee development, review and implementation of institutional policies and procedures related for environmental stewardship.
- e) Promote exchange of information and lessons learned amongst Transmission and affected role players.
- f) Ensure that a balanced and sufficient debate and investigation is undertaken before a recommendation is made to the Chairperson, and
- g) Communicate TEOF recommendations within their respective Business Units and obtain the necessary mandate where necessary/applicable
- h) Brief alternate members prior to attending the meetings.

5.2 Responsibilities of the Forum

The Forum is responsible for:

- 5.2.1. Implement and maintain the EMS to fulfil the requirements of the ISO 14001.
- 5.2.2. Provide operational direction with regard to the implementation and monitoring of the EMS within Transmission.
- 5.2.3. Set Transmission objectives and targets for environmental management.
- 5.2.4. Identify areas of resilience-based environmental risk and institute appropriate mechanisms to manage these risks i.e. terminate, treat, tolerate or transfer.
- 5.2.5. Make recommendations in respect of Transmission position and/or all environmental matters. These recommendations will be made on a consensus basis as far as possible, with the Chairperson making the final decision. If consensus is not achieved, dissenting views and abstentions are to be clearly stated and recorded in the minutes.
- 5.2.6. Review and debate:
 - o The impact of legislation and policy (actual or proposed) on Transmission Environmental performance and make input/comments on draft legislation and policy,
 - o Significant environmental incidents, both internal and external to Transmission,

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- The environmental component of the dashboard, and Environmental performance indicators (KPIs).
- Environmental reports or issues generated by the relevant Forums and forums within Transmission and Eskom at large.

6. Delegation of Authority

- 6.1. The Forum acts in terms of the responsibilities and authorities delegated to it by the Transmission General Manager Office of GE as recorded in clause 5 above.
- 6.2. The Forum, in carrying out its responsibilities under these terms of reference, is authorised to obtain, from any employee, information necessary for the performance of the Forum's role.

7. Meeting Procedure

7.1 Meetings

- 7.1.1 The Forum shall hold sufficient scheduled meetings to discharge all its responsibilities as set out in these terms of reference, subject to at least quarterly meetings.
- 7.1.2 Meetings, in addition to those scheduled, may be convened by the chairman of the Forum or at the request of a member, with the approval of the chairman.
- 7.1.3 The meetings of the Forum may be held in person, or by electronic communication as circumstances may dictate, provided that the required quorum is met.
- 7.1.4 Reasonable notice of meetings and the business to be conducted shall be given to members, even those for the time being absent from the Republic of South Africa, and officials of the Forum.
- 7.1.5 Every member of the Forum, even those for the time being absent from the Republic of South Africa, shall receive notice of the round robin resolution referred to in clause 7.5.3 below.

7.2 Quorum

- 7.2.1 The quorum for meetings shall be a majority of members present, in person or by electronic communication facility, throughout the meeting.
- 7.2.2 Where a member declares an interest and is required by the Governance Framework to recuse him/herself and to leave the meeting, the meeting remains quorate during his/her absence.

7.3 Agenda

- 7.3.1 The Forum must develop an annual agenda plan to ensure that all matters within its terms of reference are covered by the agendas of the meetings planned for the year.

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7.3.2 The number, timing and length of meetings and the agendas are to be determined in accordance with the annual agenda plan.

7.4 Attendance

7.4.1 Forum members must attend all scheduled meetings of the Forum, including meetings called on an *ad hoc* basis for urgent matters, unless an apology, with reasons, has been submitted to the chairman or the committee secretary. Attendance at less than 75% of Forum meetings per annum will trigger a review of such member's tenure on the Forum.

7.4.2 If the chairman is absent from a meeting, any other member may act as chairman for that meeting, as agreed by those present, or as nominated by the chairman.

7.4.3 No member shall be entitled to appoint an alternate in his/her stead.

7.4.4 Members shall be fully prepared for meetings to provide appropriate and constructive input on matters under consideration.

7.5 Resolutions

7.5.1 A resolution carried by the majority of members present at a meeting, voting in favour of a decision, shall be a decision of the Forum. In the case of an equality of votes, the chairman shall not have a second or casting vote and the matter being voted on fails.

7.5.2 The Forum may, in the event of a deadlock, refer a matter back for review or refer it up to Transmission Senior manager SHREQS for a decision.

7.5.3 In the case of round robin resolutions, including those submitted electronically, approved by 75% (seventy five per cent) of members within 5 (five) business days after the resolution was submitted to them, shall be valid and effective as if it had been passed at a meeting of the Committee duly called and constituted, provided that each member has received notice of the round robin resolution.

7.5.4 Subject to the aforementioned, a round robin resolution shall be deemed to have been passed on the latest date on which it was signed by the members.

7.5.5 Such a round robin resolution shall be tabled at the next meeting for noting.

7.6 Minutes

7.6.1 Minutes of meetings shall be completed by the committee secretary as soon as possible after the meeting and circulated to members for review.

7.6.2 The minutes must be verified by the Forum, preferably at its next scheduled meeting, and signed by the chairman.

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7.7 Reporting

- 7.7.1 A written report on the matters considered and decisions taken by the Forum should be submitted to the Transmission Senior manager SHREQS.
- 7.7.2 The chairman (or in his/her absence another member of the Forum) may highlight issues in the report for the attention of Transmission Senior manager SHREQS.

8. Evaluation of Performance

- 8.1. The Forum shall ensure that an evaluation of the performance and effectiveness of the Forum and individual members and officials is conducted at least once a year.
- 8.2. The evaluation report should be submitted to Transmission Senior manager SHREQS for consideration.

9. Security of Information

- 9.1. The Forum and individual members and officials shall, in carrying out its/their role and responsibilities in accordance with these terms of reference, comply with Eskom's Information Security Policy.
- 9.2. Sufficient measures commensurate with the risk must be taken to protect Eskom's information resources against accidental or unauthorised modifications, disclosure and/or destruction, as well as to assure the confidentiality, integrity and availability of these information resources.

10. Approval of terms of reference

- 10.1. The terms of reference shall be approved by Tx OGE GM on the recommendation of the Committee.
- 10.2. It shall be reviewed on an annual basis and may, from time to time, be amended as required, subject to the approval referred to in clause 10.1 above.

11. Revisions

Date	Rev.	Remarks
July 2022	3	Transmission Restructuring and Business changes
April 2019	2	Alignment to new standard
January 2016	1	New document

12. Development Team

The following people were involved in the development of this document:

- Transmission Senior Management
- Business Unit Environmental Representatives

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