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REQUEST FOR QUOTATION (RFQ)

APPOINTMENT OF A SERVICE PROVIDER FOR COMPANY SECRETARIAT FUNCTIONS TO SUPPORT THE MEMBERS AND PORTS REGULATOR OF SOUTH AFRICA

RFQ	RFQ/2024/25/19
RFQ ISSUE DATE	09 th JULY 2024
BRIEFING SESSION	N/A
RFQ DESCRIPTION	APPOINTMENT OF A SERVICE PROVIDER FOR COMPANY SECRETARIAT FUNCTIONS TO SUPPORT THE MEMBERS AND PORTS REGULATOR OF SOUTH AFRICA
CLOSING DATE & TIME	19 th JULY 2024 @ 12:00 pm
LOCATION FOR SUBMISSIONS	quotations@portsregulator.org

- Bidders must submit responses via e-mail at: quotations@portsregulator.org before or on the stipulated date and time. For any queries or questions, please use above mentioned email address.
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- Ports Regulator of South Africa requests your quotation on the services listed above. Please furnish us with all the information as requested and return your quotation on or before the date and time stipulated above. **Late and incomplete submissions will invalidate the quote submitted.**

SUPPLIER NAME: _____

POSTAL ADDRESS: _____

MAAA NUMBER (CSD NO): _____

TELEPHONE NO: _____

FAX NO: _____

E MAIL ADDRESS: _____

CONTACT PERSON: _____

CELL NO: _____

SIGNATURE OF BIDDER: _____

TERMS OF REFERENCE TO APPOINT A SERVICE PROVIDER FOR COMPANY SECRETARIAT FUNCTIONS TO SUPPORT THE PORTS REGULATOR OF SOUTH AFRICA

1. INTRODUCTION

The Ports Regulator of South Africa (“the PRSA”) is an independent economic regulatory body for South African ports established in terms of the Nation Ports Act, Act 12 of 2005 (“the Act”) with its main functions, in terms of section 30 of the Act, being the exercise economic regulation of South Africa’s ports in line with government objectives, to promote equity of access to port infrastructure and services and to monitor the NPAs compliance with the Act. The PRSA reports administratively to the Minister of Transport and is a Schedule 3A Entity under the Public Finance Management Act, 1999 (“the PFMA”). Accordingly, the PRSA is governed by and must comply with stated obligations of Accounting Authority in the PFMA and Treasury Regulations.

The Members of the Regulator are appointed by the Minister of Transport and are collectively responsible for regulatory decisions i.e. setting of prices for SA port infrastructure/tariffs, and on appeals and complaints against the National Ports Authority (Tribunal function). Furthermore, the Members are responsible for performing accounting and reporting functions assigned to the Regulator in the Act and as per the PFMA.

2. PURPOSE

The purpose of the request is to seek suitably qualified company that will provide Company Secretary Services to the PRSA for a period of 12 months, with the option to extend starting 01 August 2024.

3. BACKGROUND

The PRSA requires Company/Regulator Secretary services provider to support the Regulator to oversee various governance function of the PRSA; to ensure adherence to and provide guidance on legislation and relevant prescripts; to support the Board towards the achievement of the PRSA mandate, strategic goals and objectives. The Successful service provider will be accountable to the Board on functional areas and responsibilities. The PRSA currently has three sub-committees which all sits at least quarterly prior to the Board meetings:

- Audit and Risk Committee (ARC)
- Human Resources and Remuneration Committee (HR&REMCO)
- Regulatory Committee (RegCom)
- Hearing Panels/Tribunals

The “Board” also sits at least once a quarter and on ad-hoc basis to deal with matters outside of scheduled meetings.

4. OBJECTIVE

The PRSA seeks to appoint a Service Provider to provide Company Secretarial Services to its governing body (Board), for a period of twelve (12) months from 01 August 2024, with the option to extend if required.

The successful bidder is required to provide support to the PRSA Board and Accounting Officer in organising and documenting meetings of the Board and its sub-committees; provide members and the Chief Executive Officer with governance support as outlined in the Guidelines on Governance for Public Entities and State Owned Companies and to the extent applicable, the King Report IV on Corporate Governance; ensuring compliance with Treasury Regulations on the obligations of the Accounting Officer and Authority of a Schedule 3A entity; and to ensure compliance with good governance practices.

5. SCOPE OF WORK

The successful Service Provider will be responsible for the following:

5.1. BOARD SECRETARIAT SERVICES

- Provide secretarial services to the Board, and all subcommittees the Members of the PRSA,
- Schedule and coordinate attendance for all meetings to ensure quorum is met and confirmed, prior to the meeting,
- Compiling and circulating the draft agenda, previous meeting minutes and matters arising in preparation for the meeting,
- Collate, index and paginate the meeting document pack, including following-up on outstanding information to ensure completeness,
- Distribute the document pack seven days before the meeting, electronically and/or in hardcopy,
- Logistical arrangements, attendance of all meetings, ad-hoc meetings and workshops (virtually and in-person) and Annual General Meeting (AGM),
- Assist the Legal department or delegated functionary where required in arranging Tribunal Members attendance of hearings and collation of member claims,
- Assisting and/or preparing the Chairperson and committee chairperson's committee reports,
- Compile each Board members claim forms, preparation time and travel (where applicable) and accurately and efficiently manage the claims process working closely with the CFO and CEOs offices,
- Compile meeting administrative documents which must include the meeting attendance register (hard copies or virtual) and declaration of interest forms,
- Provide and/or facilitate legal opinion and governance advice, etc as required,
- Ensure effective filing of Board documents and assist with Internal Audit and Auditor General's governance information requirements, as and when required.

5.2. IN MEETING ASSISTANCE

- Provide in-meeting assistance to Chairperson of the Board, chairpersons of subcommittees and the CEO in respect of general corporate governance practice and procedures, including compliance to guidelines for SOE and/or King IV governance principles and prescripts, and to ensure that meetings are arranged and conducted in a professional manner.

- Provide support to Board, its subcommittees and the CEO, including the audit and risk committee, in respect of corporate governance, legislative requirements and duties.

5.3. REPORTING AND RECORD KEEPING

- Compiling meeting minutes and matters arising, which must be circulated within two weeks of the meeting, and effecting any amendments thereto as required,
- Compile and format Board resolutions and maintain the resolutions register,
- Ensure all meeting minutes and resolutions are duly signed by the respective Chairperson
- Recording (voice) of all meetings, and safekeeping of all meeting administrative documents, master copy of the document pack, minute books and meeting recordings.
- Provide input and assistance in drafting the annual report, specifically related to the corporate governance information and functions.
- Provide Board information required in the quarterly reports.

5.4. BOARD COMPLIANCE AND PERFORMANCE

- Conduct a review of the Board and subcommittee charters.
- Update and/or draft annual work-plans for Board and the subcommittees aligned to their duties and responsibilities in order to meet reporting deadlines,
- Ensure that all Board documents are secured to guarantee and maintain confidentiality,
- Conduct an annual Board assessment, including an assessment of all subcommittees of the Board.
- Conduct and/or ensure that annual Internal Audit assessment is conducted.
- Prepare an evaluation form for the evaluation of the Company Secretarial Service, to be conducted by the Board.

5.5. MEETING VENUES

- Location of the PRSA is 22 Dorothy Nyembe Street, 11th Floor, The Marine Building, Durban, 4001 and committee, Board and hearing meetings may take place virtually and/or at other location as determined with the Chairperson of the Board, Committee and the CEO.

5.6. BOARD SECRETARY/COMPANY REPORTING LINES

- Chief Executive Officer and
- Chairperson of Board.

5.7. DELIVERABLES

- Meeting attendance, minute taking and all related meeting administration.
- Formal, typed draft and final meeting minutes including matters arising schedules.
- Up to date Board resolutions Register.
- Meeting scheduling, organising and all related administration circulation of meeting packs.
- Board and sub-committee assessment.
- Updated Board and sub-committee charters.
- Reporting on the number of meetings held and attendance thereof.
- Development and/or updating of Annual work plan.

- Narrative of activities and key focus areas, for inclusion in the annual report.
- Submission of Board information for inclusion in the annual report.
- Annual close-out report to Board and CEO, and/or hand-over report to Company Secretary.

5.8. RESOURCE REQUIREMENTS

- This is an outsourced service. The successful bidder may be provided with office space at the PRSA when required. Bidder to indicate the allocation of a team of no more than two people that will be assigned to the Ports Regulator for the duration of the assignment.

6. PRICING SCHEDULE

The following requirements must be included in the proposals:

- Rate per month, estimated 30 hours per month (monthly retainer fee).
- Indicate hourly rate for additional hours, detailed time sheet and .
- Disbursement rates (Travel expenses (rate per KM), Travel time cost, Photocopy cost, Telephone call cost, Courier cost (Standard 2Kg Max Flyer (bag) for local, and National), CIPC filing fees).

The price proposal should be in the following format:

Options	Rates	Time
Retainer Fee		
Hourly Rate		
Disbursements: <ul style="list-style-type: none"> • Rate per km* • Travel time costs* • Accommodation* • Photocopy/printing per page – black • Photocopy/printing per page – color • Telephone call cost • Courier – local • Courier – national 		

*Rates must be based on National Treasury Guidelines for public entities.

SECTION 2

7. EVALUATION CRITERIA

Stage 1

7.1. SCM Administrative The bidder must submit the following documents:

- 7.1.1. The bidder must submit proof of registration on CSD (Central Supplier Database).
- 7.1.2. The SBD 4 form must be completed, signed by the authorised company representative.
- 7.1.3. The SBD 6.1 must be completed and signed by the authorised company representative
- 7.1.4. The POPIA consent form must be completed and signed by the authorised company representative.

7.2. Mandatory Requirements The bidder must submit the following documents:

7.2.1. The bidder must provide with at least three (3) reference letters indicating experience outsourced Company Secretariat work. The letters must be on client's letterhead or stamped, signed, clearly indicate the service that was rendered by the bidder.

7.2.2. The bidder must provide with the detailed curriculum vitae for the proposed two team members and the team lead must have at least eight (8) years' experience in providing Company Secretary services.

Failure to provide all of the above mandatory information will lead to bidder's proposal not being considered further on price.

8. FUNCTIONALITY CRITERIA

Stage 2

- Only bid proposals that meet mandatory requirements will be further evaluated on functionality criteria,
- The Bidder must score a minimum of **70%** during stage 2 (functionality / technical) of the evaluation to qualify for stage 3 of the evaluation where only points for Price and B-BBEE will be considered.
- N.B: Service providers that fail to score a minimum of 70/100 points (equivalent to seventy percent (70)) on functionality will not be considered and evaluated further on phase 3- price and specific goals.
- The service providers will be evaluated on functionality in accordance with the below functionality criteria and values:

No.	FUNCTIONALITY (Guidelines for criteria application)	CRITERIA/GUIDE (Points allocation)
1.	Company information and relevant experience Company should demonstrate extensive experience in providing company secretarial services, preferably to public entities by submitting a company profile.	10 points: 5 or more years = 10 3-4 years = 08 1-2 Years = 5 Below 1 year = 0
2.	EXPERTISE AND CAPACITY Bidders must submit proposals demonstrating skills relevant to the Board Secretariat services and must cover, but not limited to the following: <ul style="list-style-type: none">• Knowledge of legislation regulating the Expert knowledge in roles and responsibilities of the board/Board and Committees;• Understanding of Public Finance Management Act;• Strategic meeting management;• Understanding of meeting protocols;• Strong good governance background; and• Strong administrative skills• Understanding of Schedule 3A reporting requirements and King IV Report's CS responsibilities on corporate	45 points: 5 = excellent (41 – 45) 4 = very good (31- 40) 3 = good (21 – 30) 2 = poor (11-20) 1 = very poor (0-10)

	governance	
3.	EXPERIENCE, QUALIFICATIONS AND SKILLS Bidder must have at least eight (8) years post admission experience or more as a legal practitioner. Bidders must attach relevant certified copies of highest qualifications/professional certificate of the board secretariat, and preferable team leader must be an admitted attorney, registered with the Southern African Institute of Chartered Secretaries and Administrators (Chartered Secretaries South Africa) The bidder must submit a CV highlighting experience in Board Secretariat Services.	20 points: 8 or more years = 20 5 – 7 years = 15 3 - 6 years = 10 2 – 5 years = 5 Less than 2 = 0 NOTE: bidders must meet the full requirements in order to obtain full points.
4.	Verifiable References Bidders must submit three reference letters of similar engagements within the past two years. Each reference letter must include: <ol style="list-style-type: none"> 1. Name of the organisation. 2. Contact person details. 3. Contract amount (Include award letter if contract amount is not on the letter). 4. Work performed and dates when work was performed. 5. References letters must be on the Company's letterhead with contact information. 	15 points: 3 or more reference Letters= 15 points 2 letters = 10 points 1 letter = 5 points
5.	Capacity building – legal intern: provided by the bidder or from the Regulator	10 points
	TOTAL	100

9. PRICE CONSIDERATION AND SPECIFIC GOALS STAGE 3

9.1. PRICING

- The bidder/s who meet mandatory requirements will further be evaluated on functionality criteria and then lastly on price and specific goals.
- Quoted prices and rates must be firm for the duration of the contract.
- No upfront payment will be allowed, payment will be made on delivery of the final product. Bidders' price quotations must be inclusive of all applicable taxes (**including VAT**).
- Bidders total price proposal weighs 80 points.

9.2. SPECIFIC GOALS

- The bidder must submit SBD 6.1 preference points claim form.
- The bidder must submit a BBBEE certificate/ Sworn affidavit.
- Specific goal: BBBEE status level 1 as per SBD 6.1. Weighs 20 Points.

NB: Tax matter for the recommended bidder will be verified on Central Supplier Database (CSD) or SARS eFiling prior to awarding. If the bidders' tax matters are non-compliant in terms of clause 4.2 & 4.3 will be exercised from National Treasury Instruction No. 09 of 2017/2018 (Tax Compliance Status Verification).

10. COMMUNICATION

All enquiries relating to this RFQ should be sent via email: quotations@portsregulator.org

11. CONDITIONS TO BE OBSERVED WHEN RFQING

No RFQ shall be deemed to have been accepted unless and until a formal contract / letter of award / order form is prepared and executed. Quotation shall remain open for acceptance by the Ports Regulator for a period of **90 days** from the closing date of the RFQ Enquiry.

12. COST OF BIDDING

The bidder shall bear all costs and expenses associated with preparation and submission of its RFQ, and the Ports Regulator of South Africa shall under no circumstances be responsible or liable for any such costs, regardless of, without limitation, the conduct or outcome of the bidding, evaluation, and selection process.