

**KwaZulu-Natal Economic Regulatory Authority
(KZNERA)**

TERMS OF REFERENCE

Company Secretarial and Corporate Governance Support Services

1. PURPOSE

The KwaZulu-Natal Economic Regulatory Authority (KZNERA) seeks to urgently engage the services of a suitably qualified and experienced service provider to render Company Secretarial and Corporate Governance Support Services to KZNERA and its Accounting Authority (Board/Authority).

2. BACKGROUND

The KwaZulu-Natal Economic Regulatory Authority (KZNERA) was established to:

- Effect the governance and regulation of the gaming, horse racing, betting and liquor industries in the Province under the auspices of the Authority;
- Provide for the dissolution of the KwaZulu-Natal Gaming and Betting Board and the KwaZulu-Natal Liquor Authority, and the transfer of the powers, functions and duties of the former Authority and Board to KZNERA.

As a Schedule 3C public entity subject to the Public Finance Management Act (PFMA), 1999, and applicable provincial legislation, KZNERA is obligated to ensure sound corporate governance, regulatory compliance, and effective Board administration. The Authority requires the services of a competent service provider to support the Accounting Authority and executive management in fulfilling these obligations.

3. OBJECTIVE

The objective of this assignment is for a suitably qualified service provider to:

- Provide professional company secretarial services to the Accounting Authority and its committees;
- Ensure compliance with all applicable legislative and governance frameworks, including the PFMA, King IV and V Reports on Corporate Governance, and KZNERA's enabling legislation;
- Support the development and review of governance policies, frameworks and charters;
- Maintain and manage statutory records, registers and documentation of KZNERA;
- Advise the Accounting Authority and management on corporate governance best practice and compliance obligations.

4. SCOPE OF WORK

4.1 Board and Committee Secretarial Services

- Coordinate and administer all meetings of the Accounting Authority (Board/Authority), its sub-committees, and any ad hoc committees, including scheduling, preparation and distribution of meeting packs, agenda management, and logistical arrangements.
- Attend all Board and committee meetings and accurately record minutes, resolutions, and action items; distribute approved minutes within agreed timeframes.
- Maintain a rolling calendar of Board and committee meetings, and a forward agenda planner aligned to strategic and statutory obligations.
- Manage the declarations of interest process, conflicts of interest register, and the Board member induction and continuous development programme.
- Ensure quorum requirements, recusal protocols, and procedural requirements are observed and documented at all meetings.

4.2 Statutory Compliance and Regulatory Obligations

- Ensure that KZNERA meets all statutory filing and reporting obligations under the PFMA, KZNERA enabling legislation, Treasury Regulations, and applicable provincial legislation.
- Maintain and update all statutory registers and records, including the register of Board members, interests, attendance, and resolutions.
- Monitor and advise on changes in legislation, regulations, and governance codes that affect the entity, and recommend required policy or procedural updates.
- Liaise with the Office of the Premier, Provincial Treasury, and other oversight authorities as required regarding governance and reporting obligations.

4.3 Corporate Governance Framework and Policy Development

- Review and update the Board Charter, committee terms of reference, and delegation of authority framework in alignment with King IV, V and PFMA requirements.
- Develop and maintain a governance framework document, governance manual, and policy register for the Authority.
- Facilitate the annual Board and committee performance self-assessment process and compile the resulting report.
- Support the development of the annual governance report as part of the Annual Report.
- Advise on the application of King IV and V governance principles and disclosure requirements relevant to a public entity.

4.4 Board Member Support and Advisory Services

- Provide induction support for newly appointed Board members, including preparation of orientation packs covering fiduciary duties, PFMA obligations, and the governance framework.
- Advise individual Board members and the Chairperson on governance matters, ethical obligations, and procedural requirements.

- Assist with the identification and coordination of Board member capacity-building and development opportunities aligned to identified needs.

4.5 Reporting and Other Matters

- The service provider will report directly to the CEO and work closely with the GRC Team and Executive Management Team (EMT). The Executive Management Team will comprise (but not be limited to): Chief Executive Officer; Chief Operations Officer; Chief Financial Officer; Executive: Transformation and Economic Development; and the Corporate Services Executive.
- The service provider will present progress reports to the EMT at agreed intervals.
- The final governance framework, policy documents, and all registers and records must be formally handed over to KZNERA upon conclusion of the engagement.
- The service provider must present the final deliverables to the Accounting Authority and/or its delegated authority for adoption.

5. DURATION OF APPOINTMENT

The duration of the assignment will be for a period of 12 months, commencing from the date of appointment. The service provider must ensure all deliverables are completed within the agreed timeframes.

KZNERA reserves the following rights:

- To extend the contract on the same terms and conditions should the operational need arise, without variation in price unless agreed in writing.
- To cancel the contract should the services no longer be required, or if the performance of the service provider is deemed unsatisfactory.
- To require the replacement of any proposed resource deemed unsuitable, within 2 working days of notification.

6. QUALIFICATIONS AND SKILLS REQUIRED

The service provider and/or proposed expert must possess:

- A relevant qualification in Company/Corporate Law, Corporate Governance, Commerce, Business Administration, Chartered Accountant or Chartered Secretary — an admission as an attorney, LLB, or a postgraduate qualification is preferred.
- Membership of or a qualification recognised by the Chartered Governance Institute of Southern Africa (CGISA / ICSA) will be a significant advantage.
- Proven knowledge and practical experience in company secretarial services, corporate governance, and Board administration within a South African public sector or parastatal environment. (**Annexure A** cv template must be completed)
- Sound knowledge of the PFMA, Treasury Regulations, applicable provincial legislation, King IV and V Reports on Corporate Governance, and DPSA governance frameworks.
- Experience supporting Accounting Authorities (Boards) and Board sub-committees, including audit, risk, and remuneration committees.
- Strong written and verbal communication skills, with the ability to prepare accurate and professional minutes, reports, charters, and policies.

The service provider must provide a minimum of one written reference confirming the undertaking of a similar assignment. The reference letter must be on the client's letterhead, be signed and contain contact details for the client. Failure to submit a reference letter will result in **disqualification** of the proposal. This is a compulsory returnable.

7. PROPOSALS

The service provider is required to submit a detailed proposal including:

- A work plan and methodology detailing their approach to each area of the scope of work and why they are best suited for the assignment;
- The successful candidate (to be appointed) must furnish evidence of past experience in undertaking similar company secretarial and governance assignments;
- A detailed curriculum vitae of the proposed expert, together with certified copies of that individual's qualifications, only one cv of an expert to be submitted. The detailed cv must reflect experience in company secretarial services, corporate governance, and Board administration within a South African public or private sector or parastatal environment.
- A fixed price for undertaking the full scope of work, inclusive of VAT, taxes, and all charges, broken down per deliverable area as set out in Section 4 above.

Payment for services will be on a monthly basis, linked to the completion of agreed deliverables.

If required to travel from the PMB Office such travel will be reimbursed at a fixed rate of R4.50 per kilometre and actual tolls and parking, supported by documentation. No flights or accommodation costs will be reimbursed unless these are at the instance of the entity. The service provider is required to work full time in the Pietermaritzburg Office of KZNERA with the GRC Business Unit which will provide adequate resources to fulfil the assignment.

8. EVALUATION OF PROPOSALS

Proposals will be evaluated in the following sequence:

- Initial screening to confirm that all required documents have been submitted;
- Functionality assessment against the criteria set out below;
- Price evaluation using the 80/20 preference points system.

8.1 Functionality Criteria

No	Functional Specification	Points	Maximum Points
1	Evaluation of proposal and work plan submitted by service provider:		15 points
	Poor / Unacceptable	0 points	

	Satisfactory	10 points	
	Good	15 points	
2	Demonstrated expertise of the proposed Company Secretary / Corporate Governance expert:		
2a	Qualification (must score points under criterion 1 above) — Company/Corporate Law, Governance, Business Administration, Commerce or equivalent:		15 points
	Admitted Attorney / Masters / Honours degree + CGISA/ICSA designation	15 points	
	Bachelor's degree + CGISA/ICSA	10 points	
	Any other three year relevant qualification	5 points	
2b	Experience and skills in Corporate Governance and Secretariat Oversight (must score points under criterion 1 and 2a above):		25 points
	0 to 5 years relevant experience	5 points	
	5 to 10 years relevant experience	15 points	
	More than 10 years relevant experience	25 points	
3	Previous Assignments of the service provider— reference letters (must score points for criteria 1 & 2 above):		15 points
	1 reference letter	5 points	
	2 to 4 reference letters	10 points	
	5 or more reference letters	15 points	
Maximum points to be awarded			70 points
THRESHOLD			70% (49points)

The service provider must achieve a minimum score of **70%** (49 out of 70 points) to proceed to the price evaluation stage. Proposals that do not meet this threshold will be deemed non-responsive and disqualified.

KZNERA reserves the right to conduct a competency interview with the proposed expert prior to acceptance of any proposal.

8.2 Price Evaluation

Proposals that pass the functionality threshold will be assessed using the 80/20 preference points system as follows:

Criterion	Points
Price	80 points
Specific Goals (B-BBEE / Transformation)	20 points
Total	100 points

9. RETURNABLE DOCUMENTS

The following documents must be submitted with the proposal:

- Curriculum Vitae with supporting evidence of qualifications (certified copies) **Mandatory returnable.(CV must be completed on Annexure A template).**
- A work plan and methodology detailing their approach to each area of the scope of work.
- Original valid tax clearance certificate, tax pin, and CSD Report;
- Original or certified copy of a valid B-BBEE certificate or affidavit;
- Completed and signed SBD forms — failure to complete all required information will result in **disqualification**;
- Proof of the Service Provider registration on the Central Supplier Database (CSD);
- Pricing summary per deliverable (refer to Section 7 above with regard to disbursements);
- Supporting documents for any specific goal points claimed in the proposal — failure to provide supporting documents will result in no points being awarded; failure to complete the specific goals table in SBD 6.1 will also result in no points being awarded;
- Reference letter(s) confirming comparable prior assignments (refer to Section 6 above). Minimum of one reference letter, **mandatory returnable**.
- Failure to submit the mandatory returnables will result in disqualification.


10. SUBMISSION

Proposals must be emailed to the SCM Unit on or before the closing date and time. Refer to SBD 1 on the closing date and time.

Enquiries to be directed to: Faheem Mahomed (033 897 0119) and Nonhlanhla Blose(031 302 0603).

11. TERMS AND CONDITIONS

- This request is subject to the General Conditions of Contract published on the National Treasury website at www.treasury.gov.za.
- All suppliers must be registered on the National Treasury Central Supplier Database (CSD). The Central Supplier Database number must be included in the proposal.
- Proposals must be submitted on the service provider's letterhead.
- This request is subject to the terms and conditions prescribed by the Preferential Procurement Regulations of 2022 and the entity's own supply chain management policies.

DETAILS	APPROVED BY
NAME AND SURNAME	MS P BALOYI (INTERIM CEO)
DATE AND SIGNATURE	 15.04.2026

ANNEXURE A: CURRICULUM VITAE (MAX 5 PAGES)

KEY EXPERT: _____

1. Surname name:
2. First names:
3. Date of birth:
4. Nationality:
5. Key qualifications: (Relevant to the project)

INSTITUTION [DATE FROM - DATE TO]	QUALIFICATION OBTAINED:

6. Membership of professional bodies:
7. Other skills:
8. Present position:
9. Years within the firm:
10. Professional Experience:

DATE FROM - DATE TO	COMPANY	POSITION	DESCRIPTION OF PROJECTS/RESPONSIBILITIES ETC