



TERMS OF REFERENCE FOR THE COMPANY SECRETARY SERVICES

1. PURPOSE

The purpose of the request is to appoint an experienced Company Secretary service provider.

2. BACKGROUND

The ARC requires an experienced Board/Company Secretary service provider to support the Council and oversee the various governance functions of the ARC; to effect; to ensure adherence to and provide guidance on legislation and relevant prescripts; to support the Board towards the achievement of the ARC mandate, strategic goals, and objectives. The successful service provider will be accountable to the Board on functional responsibilities, and, for administrative purposes, to the ARC Chief Executive Officer (CEO).

3. SCOPE AND COVERAGE

The service provider will be responsible for carrying out the following responsibilities:

- Provide general legal advice and guidance to the Council Members, on their rights, duties, responsibilities, obligations, and powers in line with Corporate Governance prescripts and good practice
- Provide advice and guidance to the Council and Executive Management to ensure compliance with all legislation relevant to the nature of the ARC operations
- Compilation of meeting packs for the Council and its Sub-Committees
- Organising, preparing agendas for, and taking minutes of Board and its Committee meetings
- Ensure that minutes, resolutions and actionable items are accurately recorded and followed on
- Coordinate and monitor the implementation of Council resolutions
- Writing Board reports, ensuring Board decisions are communicated to relevant stakeholders
- Update Annual work plans for the Council and its Sub-Committees
- Update Council and Sub-Committee Charters, Codes, Policies and Terms of

Reference

- Develop and review of Council, Committees and secretariat policies, procedures and all other governance frameworks regulating the functions and powers of Council, its Committees and Management Committees
- Attend Council and Council committee meetings

4. COMPULSORY ARC REQUIREMENTS

Prospective service providers should submit the following compulsory information:

- Tax Compliance Status
- Central Supplier Database (CSD Report)
- Standard Bidding Documents (SBD forms)

4.1 Operational capability conditions / requirements

The proposal should describe the capability of the resources proposed to meet the requirements described in the terms of reference. It is expected that the proposed team will include skills and experience in providing professional transcription and minute taking services, to medium to large organisations.

Description	Compliance with TOR's	
	Yes	No
Resumes for the proposed project team member (s) that identifies their past education, past relevant experience, skills and knowledge and in what ways the proposed resources will be utilized in providing the services identified in the request for proposal		
Legal or Chartered Institute of Secretaries (CIS) certification or equivalent.		
LLB or BA Law or equivalent legal qualification		
Chartered Governance Institute of Southern Africa qualification will be an added advantage		
Good knowledge of corporate governance and compliance prescripts and relevant public sector legislations		
Exceptional company secretarial and administration skills		
At least 10 years' experience in a Company Secretary role, preferably within a state-owned entity		

A descriptive list of other similar projects completed in the past with a minimum of three professional references to be used for evaluation purposes to verify meeting of deadlines and quality of work		
A description of the organisational structure (if any) including, as applicable, a list of the names of the organisation's officers, directors, partners and staff		

Failure to comply with all the above will lead to disqualification of your proposal

5. PRICE REQUIREMENTS

The price proposal should be in the following format:

Options	Rates	Turnaround Times
Daily rates		
Rush / Express Rate		
Hourly Rate		

6. PROPOSAL

The technical and financial proposal should include:

6.1 Technical proposal:

- Demonstrate a clear understanding of the main deliverables; □ List and provide evidence of at least three (3) contactable references.
- A descriptive list of other similar projects completed in the past.

6.2 Financial proposal

- The financial proposal should include the rates as per the pricing table.

7. RELEVANT EXPERIENCE OF THE SERVICE PROVIDER

- Experience in offering Company Secretary services to an Accounting Authority/Board.
- Evidence that the service provider has conducted a similar exercise previously.
- LLB or BA Law or equivalent legal qualification
- Must have knowledge of corporate governance and the public sector
- Must have Knowledge of the PFMA and National Treasury Regulations and Government Prescripts and King III
- Must have in-depth knowledge of corporate law
- Must have knowledge of Company Secretarial practice and administration

8. PERIOD OF THE CONTRACT

The contract will be for a period of six (06) months.

The 80/20 principle will apply in terms of the Preferential Procurement Policy Act.

B-BBEE Status Level of Contributor	Number of points (80/20 system)
1	20
2	18
3	14
4	12
5	8
6	6
7	4
8	2
Non-compliant contributor	0