



P.A.C.O.F.S

PERFORMING ARTS CENTRE
OF THE FREE STATE

an agency of the
Department of Sport, Arts and Culture

TERMS OF REFERENCE

PROVISION OF COMPANY SECRETARIAT SERVICES FOR A PERIOD OF 36 MONTHS

Bid Ref: PAC/CoSec/2021

1. SCOPE OF WORK

1.1 PROJECT BACKGROUND

The Performing Arts Centre of the Free State (PACOFs) is a schedule 3A public entity of the Department of Sport, Arts and Culture. It is a playhouse (theatre) based in Bloemfontein in the Free State province, established in terms of the Cultural Institutions Act, Act No 119 of 1998.

The Accounting Authority of the PACOFs is the Council which is appointed in terms of the Cultural Institutions Act, Act No 119 of 1998.

1.2 PROJECT BRIEF

The purpose of this proposal is to appoint a suitably qualified service provider to provide company secretariat services to the PACOFs Council and Council committees for a period of 36 months. The service provider must have the requisite knowledge and experience in the relevant laws and regulations pertinent to the public sector.

2. SCOPE OF WORK AND DELIVERABLES

2.1 Responsibilities of the company secretariat

The service provider must be able to fulfil the following statutory functions:

- To provide the Council Members of PACOFs with guidance as to their duties, responsibilities and powers.
- To appraise the Council Members in terms of any laws relevant to or affecting public entities that PACOFs must comply with.
- To advise and report to the PACOFs' Council on any failure on the part of the PACOFs or Council members to comply with the policies, procedures and laws governing the PACOFs, including relevant National Treasury Instructions and Practice Notes.
- To administer induction, orientation, ongoing training and education of Council Members, including the assessing of the specific training needs of Council Members and Executive Management in their fiduciary and other governance responsibilities.
- Minute taking and providing Corporate Governance Support at Council and Council committees meetings.

2.2 The service provider should:

- Interact with the Chairperson of Council, Chairpersons of Council committees and the Chief Executive Officer and should be available to provide comprehensive practical support and guidance to Council members and other Committee members.
- Ensure that the Council and Council committee charters and terms of reference are kept up to date.

- 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.
- Obtain appropriate responses and feedback on specific agenda items and matters arising from earlier meetings in Council and Council committee deliberations.
- 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.
- Assist the Council and Council committees with the yearly evaluation of the Council and individual Council Members for submission to the executive authority.
- Assist the Council with the drafting terms of reference for additional technical expertise where such are not available on the Council.
- Develop / review relevant Governance policies and frameworks.

2.3 Administrative responsibilities

- Arranging and calling meetings.
- Finalising the agenda with the Chairpersons of Council and Council Committees.
- Compilation of meeting packs.
- Distribution and delivery of meeting packs to the members.
- Maintaining attendance registers for all Council and Council committee meetings.
- Compile and maintain a register of matters arising for the Council and its committees.
- Maintain a register of minutes of all Council and its committee meetings
- Prepare the annual work plan for the Council and its committees.
- Drafting and sending official Council communications to the Executive Authority and other stakeholders as and when required by Council.
- Preparing Council summaries, where applicable for Executive Authority meetings for circulation to the Council members.
- Facilitating Council approvals via Round Robin.
- Maintaining a register of official Council requests to the management team.
- Regular communication of legislation updates to the Council as applicable.

2.4 Deliverables

- Professional, timely written advice services to the Council.
- Expert advice on governance and applicable laws and regulations.
- Timely delivery / distribution / dissemination of information to the Council and its committees.
- Professional Communications to stakeholders in an approved format.
- Annual Council reviews.
- Council Evaluation.
- Confidentiality and Security of all PACOFS information.
- An electronic meeting packs.
- Annual work plans.

- Minute books.
- Declarations of interest register.
- Attendance registers.
- Statutory updates.
- Governance policies and procedures.

3. FEES

PACOFs will pay a monthly retainer for the full company secretariat services. The retainer must be inclusive of VAT and disbursements. The company secretariat will be included in the travel and accommodation arrangements for Council members.

4. SUPPLEMENTARY INFORMATION

- The majority of meetings are held in Johannesburg (Market Theatre / National Arts Council Offices). A few meetings ($\pm 1/4$) are held at PACOFs in Bloemfontein. However, during 2020/21 all meetings were held virtually due to Covid 19 pandemic. Council and relevant council committees will decide on the virtual and contact meetings.
- Council and council committees' charters are reviewed annually.
- Work plans for the Council and its committees are prepared annually.
- Work plans for the Council are reviewed on a quarterly basis.

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 (fundraising) Committee	4	6

5. THE PROPOSAL

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.

- Staff numbers and expertise within the firm.
- IT security measures and physical security measures used by the service provider to safeguard confidential information.
- The number of people assigned to the assignment.
- Their education, qualifications and years of experience.
- The ability to retain these levels of expertise when staff changes to avoid interruptions in services etc.

6. EVALUATION PROCESS

Phase 1: SCM Screening

- a) Proof of Registration on the Central Supplier Database (CSD);
- b) Compliant tax matters on CSD;
- c) Valid/verified bank account on CSD;
- d) Completed and signed SBD forms (SBD 4, 6.1, 8 and 9);
- e) Copy of B-BBEE certificate /affidavit to claim B-BBEE points, failure to submit will score 0 points for B-BBEE, therefore, non-submission will not disqualify the bidder;
- f) Copy of CV and qualifications of the lead consultant to be assigned to PACOFS;
- g) Copies of relevant appointment / reference letters;
- h) Detailed company profile;
- i) Paid up municipal utilities bill. In the case where the bidder is leasing office space, please provide a copy of the lease agreement including proof that the payments due for utilities are paid up to date.

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

Phase 2: Evaluation Criteria

Proposals will be evaluated on the 80/20 preference points scoring system for the 1-year period. That is, 80 points awarded will be based on price, and 20 points awarded will be based on the B-BBEE level.

NO	CRITERIA	WEIGHT
1	Experience Number of years of experience of the lead consultant (the consultant to be assigned to PACOFS) Five points per year of verifiable relevant experience working as company secretary (details must be supplied to enable verification of claimed experience) to be allocated.	30
2	Execution Plan • Detailed project execution plan (0 - 15 points, allocated based on relevance and detail of the plan) • Sample board minutes, agenda, charters, etc.(0 - 10 points, allocated based on quality and relevance of the sample documents)	25

NO	CRITERIA	WEIGHT
3	Qualifications of the lead consultant to be assigned to PACOFS • Under-graduate legal degree - 10 points • Post-graduate legal degree – 10 points • Professional membership (Chartered Secretary) – 10 points	30
4	Company experience Submit relevant appointment letters / contracts for the provision of company secretarial services in the last 3 years. Three points per appointment / reference letter (or any other valid proof) will be allocated.	15

Note: Only bidders who obtain the cut-off score of 60 points out of 100 functional requirements will qualify to be evaluated on Price and Preference Evaluation.

7. CONTRACT PERIOD

The contract is for a period of 36 months.

8. SUBMISSION

Bids must be hand delivered at PACOFS, 12th First Avenue, Westdene, Bloemfontein not later than **Monday, 21 June 2021 at 11:00**. No late submissions will be considered.

9. ENQUIRIES

For more information please contact, Ms. Nomza Topo, 051 447 7771 ext. 2225 or e-mail: Nomza@pacofs.co.za

CLOSING DATE FOR PROPOSALS:

MONDAY, 21 JUNE 2021

11:00

No late submissions will be accepted