KWAZULU-NATAL FILM COMMISSION
SOUTH AFRICA

.KZN FILM

TERMS OF REFERENCE

APPOINTMENT OF A SERVICE PROVIDER TO CONDUCT PERFORMANCE ASSESSMENT AND EVALUATION OF KZNFC BOARD IN LINE WITH BEST GOVERNANCE PRACTICES (I.E KING IV)

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1. BACKGROUND INFORMATION

1.1. Abbreviation, Acronyms and Definitions

TOR	Terms of Reference
KZNFC	KwaZulu-Natal Film Commission
KZN	Province of KwaZulu-Natal
SP	Service Provider
SCM	Supply Chain Management
CEO	Chief Executive Officer
CFO	Chief Financial Officer
PFMA	Public Finance Management Act, 1999 (Act No 29 of 1999) as amended
B-BBEE	Broad-Based Black Economic Empowerment
SLA	Service Level Agreement
PPPFA	Preferential Procurement Policy Framework Act, 2000 (Act No 5 of 2000) as amended

1.2. Introduction

The KwaZulu-Natal Film Commission (KZNFC) as established under the KwaZulu-Natal Film Commission Act, 2010. The KZNFC has been established to promote the film industry in the province, and has as part of its objectives:

- To promote and market the province as a global destination for film production;
- To develop, promote and market, locally and internationally, the film industry in the province;
- To facilitate investment in the film industry in the province;
- To provide and encourage the provision of opportunities for persons, especially from disadvantaged communities, to enter and participate in the film industry in the province;
- To address historical imbalances in the infrastructure and in the distribution of skills and resources in the film industry in the province; and
- To contribute to an enabling environment for job creation in the film industry in the province.

The Board was appointed in 2013 by the MEC for Economic Development, Tourism and Environmental Affairs, with the subsequent appointment of the Audit and Risk Committee and Human Resource and Remuneration Committee.

1.3. Project purpose

In line with the requirements of King IV "The governing body should ensure evaluating the performance of the governing body, its committees, its chair and its individual members at least every two years. Every alternate year, the governing body should schedule in its yearly work plan an opportunity for consideration, reflection

and discussion of its performance and that of its committees, its chair and its members as a whole. [Part 5.3 Recommended practices 71 to 74].
The KZNFC Board therefore wishes to undertake an evaluation of the performance of the Board and its individual members to develop targeted development programme for its members.

1.4. Purpose of the Terms of Reference

The Terms of Reference (TOR) would serve to guide the process of selecting and appointing a suitably qualified service provider by defining the scope of work and the evaluation criteria.

These TORs and the service provider's proposal will form the basis of the service level agreement to be entered into between the parties.

1.5. Background to the project

- The KZNFC is a schedule 3C public entity and has been in operation since 2013
- KZNFC Board has been in place since 2013 to establish the new entity and would like to enhance their performance as a leading governance and oversight structure. In order to achieve this objective, expertise in various fields is required with continued professional development given the dynamic legislative environment the KZNFC operates in.
- The Board therefore needs an assessment of the performance and skills of the members of the Board and its committees in order to develop a comprehensive structured development programme for the year.
- The Board is comprised of five members and is supported by the Audit and Risk Committee (three members and one co-opted member) and the Human Resource and Remuneration Committee (three members and one co-opted member).

2. SCOPE OF WORK AND DELIVERABLES

2.1. Scope of work

2.1.1 To assess the capacity and competence within the oversight structures (Board and subcommittees) in terms of the required competencies required of the members to adequately fulfil their duties and realise the performance against the mandate through:

a. Individual peer review requiring each Board member to evaluate the performance of each other with respect to :-
   i. Contribution
   ii. Preparedness
   iii. Strategic thinking
   iv. Knowledge of company and industry
   v. Candour and
   vi. Independence
   vii. Team player / Relationships

viii. Quality of insights

2.1.2 Produce an Appraisal Report for the Board inclusive of Sub-Committee sections, 360-Peer-to-Peer Appraisals and Recommendations for improvement.

2.1.3 General observations

2.1.4 Recommended development programmes to address the skills gaps.

2.2. Deliverables

The service provider is required to have the relevant skills, experience and capacity to deliver the following items in the required time-frame:

- Create an electronic self-assessment questionnaire that will be completed by members of the Board (5 members) and three executives and the members and co-opted members of the two committees, Audit and Risk (ARC) (3 members and 1 co-opted member) and the Human Resource and Remuneration (HRRC) (3 members and 1 co-opted member).
- Evaluate and analyse the self-assessment questionnaires
- Conduct interviews with the Board members
- Conduct interviews with the Board Committee members and Co-opted Members.
- Evaluate and analyse the outcome of the interviews
- Develop a development plan based on the outcomes
- Prepare a report with recommendations
- Prepare a presentation to the Board

The service provider must indicate how the independent assessments will be conducted.

2.3. Time frames

- Project to be completed within six weeks.

2.4. Methodology and Skills required

The Service Providers' proposal must outline the methodology they intend adopting to meet the deliverables specified above. Furthermore, bidders will need to provide the list of human resources (with role and skill set) which will be dedicated to this project.

3. REPORTING

- The service provider will be reporting to the Chairperson of the Board through the Chief Executive Officer.

4. QUOTATION REQUIREMENT

4.1. Project Proposal

Bidders will be required to submit a **SEPARATE** **technical** and **financial** proposal.

4.1.1. Technical proposal

- The technical proposal should comprise of the complete project plan

4.1.2. Financial proposal

- The financial offer must contain a **Budget breakdown**
- The budget breakdown will include a detailed outline of the line items in which the costs will be allocated together with the relevant motivation, project plan for services to be rendered and frequency thereof.
- All costs should be inclusive of VAT and conditional and/or unconditional discounts where applicable.

6. EVALUATION CRITERIA

Specific Goals will be applicable for this Quotation process.

The bid for the appointment of each service provider will be evaluated on mandatory requirement, functionality, preference point system and specific goals in accordance with the Preferential Procurement Regulation 2022.

MANDATORY REQUIREMENTS (If applicable) *(*disqualifying requirement*)*

- **N/A**

EVALUATION ON FUNCTIONALITY

- The service provider must score a minimum of 75 % to be evaluated further for price and preference points. ***Refer to Annexure 1*** below, for the information that must be provided and supported with documentation for the bid proposal to be evaluated and scored on Functionality.

APPLICATION OF PREFERENCE POINT SYSTEM AND SPECIFIC GOALS:
The 80/20 preference points system will be applicable for the evaluation of this process in accordance with the Preferential Procurement Regulations 2022.

	Specific Goals
Price	80
Ownership Goals -	
• At least 51% Black Africans, Indians and Coloreds owned company • At least 51% Women owned company • At least 51% Youth owned company	10 5 5
Combination of Goals	
• Combination of any specific Goals	
Total	**100**

Kindly Refer to Table 1 of SBD 6.1 of the Preference Claim Form to claim for Points.

Verification of Specific Goals:

1. **Ownership verification** will be conducted through submission of the Sworn Affidavit or BBBEE Certificate with summary report.
2. **Woman verification** will be conducted through submission of Sworn Affidavit or BBBEE Certificate with summary report.
3. **Youth verification** will be conducted through submission of Sworn Affidavit or BBBEE Certificate with summary report.

Failure on the part of a tenderer to submit proof or documentation required in terms of this Quotation to claim points for specific goals with the tender, will be interpreted to mean that preference points for specific goals are not claimed.

The organ of state reserves the right to require of a tenderer, either before a Quotation is adjudicated or at any time subsequently, to substantiate any claim in regard to preferences, in any manner required by the organ of state.

5. NON-APPOINTMENT

The KZNFC reserves its rights either NOT to make an appointment and/or appoint the bidder with the lowest price. The KZNFC also reserves its right to negotiate the final price of those bids deemed technical compliant.

ANNEXURE 1-EVALUATION GRID

Name of project : KZNFC BOARD EVALUATION	Maximum Score	Initial assessment	Revised assessment	Final assessment
Experience in conducting board evaluations Proven Track Record will be measured by -reference letters in board evaluations. Reference letters must not be older than 5 years and must be signed and dated 1- letters = 5 2- letters = 10 3 letters = 20 4 – letters = 25 5 – letters = 30	30			
Methodology to conduct Board evaluation (Project plan must unpack different stages of the board evaluation, time frames, and questionnaire samples) No methodology = 0 Excellent approach, defined timeframes with timelines and questionnaire samples = **30**	30			
Evaluation Experience **Team Leader** (detailed c.v outlining experience in conducting Board evaluations/ corporate governance, proof of qualifications and membership must be submitted to be scored. 10 years' experience in of Board evaluation / corporate governance = **20 points**	30			

OUR KINGDOM IS YOUR STAGE

Name of project : **KZNFC BOARD EVALUATION**	**Maximum Score**	**Initial assessment**	**Revised assessment**	**Final assessment**
Qualification: NQF Level 8 in Internal Audit/Corporate governance/ Business Management/ Risk Management or equivalent qualification= **5 points** Member of Institute of IOD / CIS= **5 points**				
Other members (max 10 points) – a maximum of 1 member will be scored (detailed c.vs outlining experience in conducting Board evaluations, proof of qualifications and membership must be submitted to be scored 5 years' experience in Board evaluations – **5 points** NQF Level 8 in Internal Audit/Corporate governance/ Business Management/ Risk Management or equivalent qualification = **5 points** (*where only one member is proposed the following would apply:* *Experience (min 10 years)= 30* *Qualification (NQF Level 8 in Internal Audit/Corporate governance/ Business Management/ Risk Management or equivalent qualification) = 5* *Membership IOD/CIS = 5*				
Grand Totals	100			

All quotations with all the required documentation to be forwarded to scmquotes@kznfilm.co.za and for enquiries related to SCM to be forwarded to scm@kznfilm.co.za