



**Chartered
Secretaries**
Southern Africa

The Premier Conference



Southern Sun Grayston

7 – 8 September 2010

Theme:

Corporate governance after the crisis:
The Companies Act and King 3



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Programme sponsors

Chair	Stephen Sadie <i>CEO: Chartered Secretaries Southern Africa</i>	
Plenary 09:00 – 10:30	Prof Walter Geach <i>Planning and entity choices in the light of the new Companies Act</i> Samuel Isaacs <i>Professional bodies and SAQA</i>	
10:30 – 11:00	Tea	
Streams	Company secretaries	Companies Act
Chair	Nicky Edmunds – <i>Senior vice president: Chartered Secretaries Southern Africa</i>	Cain Farrell – <i>Past president: Chartered Secretaries Southern Africa, 2004</i>
11:00 – 11:45 Workshop 1	Carina Wessels – <i>Embedding best practice in the daily routine of the company secretary</i>	Kevin Cron – <i>The new Companies Act and its implications for directors and corporate governance</i>
11:50 – 12:35 Workshop 2	Joel Wolpert – <i>Board evaluations</i>	Clive Kneale – <i>The Companies Act: Practical considerations for boards and company secretaries</i>
12:35 – 13:30	Lunch	
Chair	Andy Sello – <i>Past president: Chartered Secretaries Southern Africa 2008</i>	
Plenary 13:30 – 14:30	Freeman Nomvalo – <i>King III and the Public Finance Management Act</i> MEC Mandla Nkomfe – <i>Stewardship and governance: The mandate of provincial government</i>	
Streams	Public sector governance	Shareholders and stakeholders
Chair	Bob Lees – <i>International deputy president: Chartered Secretaries Southern Africa</i>	Jill Parratt – <i>Past president: Chartered Secretaries Southern Africa, 2009</i>
14:35 – 15:15 Workshop 3	Paul Hoffman – <i>Public sector governance: How to exact accountability</i>	Noah Greenhill – <i>Shareholder value in AltX companies</i>
15:15 – 15:45	Tea	
15:45 – 16:30 Workshop 4	Stephen Sadie – <i>Public sector governance: From Armscor to Transnet</i>	Helen Starke – <i>Best practice in the non-profit sector</i>
16:35 – 17:15 Workshop 5	Theo Botha – <i>Will listed companies take King III seriously or is this just going to be a tick-box exercise?</i>	Dominik Heil – <i>Stakeholder/shareholder engagement</i>
18:30 for 19:00	Gala dinner Welcome: Bert Kok – President: Chartered Secretaries Southern Africa MC/Entertainment: Al Prodders (comedian)	

Chair	Bert Kok – <i>President: Chartered Secretaries Southern Africa</i>	
Plenary 09:00 – 10:30	Seamus Gillen – <i>Improving board effectiveness</i> Adv. Thuli Madonsela – <i>Holding government accountable</i> Presentation by Strate	
10:30 – 11:00	Tea	
Streams	Boards	Sustainability
Chair	John Roberts – <i>Director: Chartered Secretaries Southern Africa</i>	Absolom Sithole – <i>Director: Chartered Secretaries Southern Africa</i>
11:00 – 11:45 Workshop 1	Anton van Wyk – <i>Risk management effectiveness at the board level</i>	Gerald Seegers – <i>Executive remuneration: Latest developments</i>
11:50 – 12:35 Workshop 2	Michael Campbell – <i>The impact of corporate governance on the investor relations function</i>	Chris Hart – <i>Regulatory issues from the point of view of fostering and supporting economic growth and prosperity</i>
12:35 – 13:30	Lunch	
13:30 – 14:15 Workshop 3	Jacqui Baumgardt – <i>Non-executive directors: Why, who and where?</i>	Jayne Mammatt – <i>Effective governance and sustainable business practices</i>
Chair	Stephen Sadie – <i>CEO, Chartered Secretaries Southern Africa</i>	
Plenary 14:15 – 15:15	Panel discussion: <i>Carina Wessels, Seamus Gillen and Anton van Wyk, Theo Botha and others TBA.</i>	
15:15 – 15:30	Vote of thanks	



Jacqui Baumgardt

Assessment Manager, Chartered Secretaries Southern Africa

Topic: *Non-executive directors: Why, who and where?*

The importance of non-executive directors in terms of good and effective corporate governance is set out in this topic. It goes on to explore the issue of who fits the profile of a non-executive director in terms of the Companies Act and various governance codes including King III. The issue of the "shallow gene pool" for directors in South Africa is examined with finally some solutions suggested for solving this problem.



Theo Botha

Shareholder activist

Topic: *Will listed companies take King III seriously or is this just going to be a tick-box exercise?*

King 3 is effective from 1 March 2010 and each principle is of equal importance and together forms a holistic approach to governance. Consequently substantial application of this Code and Report does not achieve compliance. The presentation probes whether this is only going to be a tick-box scenario?



Michael Campbell

FCIS, Head: Investor Relations, Blue Label Telecoms

Topic: *The impact of corporate governance on the investor relations function*

Michael Campbell is a legal graduate and Chartered Secretary based in Johannesburg. Over the past 30 years he has worked mainly in the global resources sector, in particular at BHP Billiton and Sasol. In that time he has held various senior positions within the companies in which he has worked, such as Group Secretary, Investor Relations Vice President and Managing Director.



Kevin Cron

Director, Denys Reitz

Topic: *The new Companies Act and its implications for directors and corporate governance*

The presentation examines the definition of a director, the core duties of directors and prescribed officers set out in the 2008 Act; the provisions of the 2008 Act which provide for instances whereby directors and prescribed officers may be held liable; and instances in which one may indemnify directors against certain conduct. The question is: will these regulations enhance corporate governance?



Prof. Walter Geach

FCIS, Senior Professor at the Graduate School of Business at the University of KwaZulu-Natal

Topic: *Planning and entity choices in light of the new Companies Act*

The Companies Act distinguishes between two types of companies, namely profit and non-profit companies, with the former comprising public, private and state-owned companies. This paper presents a discussion of the options available, and prompts company directors to re-examine where they currently are in terms of their existing company structure and possibly to make some changes for the future.



Seamus Gillen

FCIS, Senior adviser to the Institute of Chartered Secretaries and Administrators, International (UK)

Topic: *Improving board effectiveness*

Following the Walker Review of Banking Governance in the UK, and the UK Financial Reporting Council's parallel review of the UK Corporate Governance Code, the UK Institute of Chartered Secretaries and Administrators was asked to develop guidance on improving boardroom performance. This innovative and ground-breaking work identifies the factors which are likely to make a board successful, and those which may lead to failure.



Noah Greenhill

Senior GM: Marketing and Business Development, Johannesburg Stock Exchange

Topic: *Shareholder value in AltX companies*

Noah joined the JSE in 2000 and is well-known as the face of AltX, the alternative exchange which attracts small, medium and growing companies. As the JSE's Business Development Manager, Noah built a track record of attracting new companies to list on the JSE. He also manages the JSE's Marketing Department.



Chris Hart

Economist, Investment Solutions

Topic: *Regulatory issues from the point of view of fostering and supporting economic growth and prosperity*

Previously a senior economist with Absa Capital, Chris is now Chief Strategist at Investment Solutions. He has a deep understanding of economic issues and financial markets, and a compelling ability to share his knowledge in simple, easily understood terms.



Dominik Heil

Senior Lecturer: Strategy at Wits Business School

Topic: *Stakeholder/shareholder engagement*

Exposing the fallacy regarding shareholders as the only stakeholder group that counts, the paper explains how to understand and prioritise stakeholders of a company from a strategic perspective in a relevant and manageable way to produce value for the company and its stakeholders. A stakeholder management model indicates how to articulate how a stakeholder group perceives various aspects of the company.



Paul Hoffman

Director, Institute for Accountability in Southern Africa

Topic: *Public sector governance: How to exact accountability*

The values and principles which govern the public administration will be examined in the context of the needs of ordinary people, the failure of service delivery to them and its causes and effects as well as remedial measures required to avoid a failed state in South Africa.



Samuel Isaacs

CEO, SAQA

Topic: *Professional bodies and SAQA*

This paper addresses why SAQA has become involved in the recognition of professional bodies for the purposes of the National Qualifications Framework Act. Professional designations remain a powerful and effective means through which standards and benchmarks can be maintained in South Africa and SAQA remains committed to ensuring that South African professionals receive nationally relevant and internationally comparable qualifications.



Clive Kneale

FCIS, Governance Consultant

Topic: *The Companies Act: Practical considerations for boards and company secretaries*

This paper examines the implications of the new Companies Act – does it achieve a balance of control or will there be unintended consequences? The new Act means that we will have to adapt the way we do business. The role of the company secretary will be crucial in assisting companies in implementing the requirements of the new Act.



Adv Thuli Madonsela

Public Protector, RSA

Topic: *Holding government accountable*

This paper discusses the mechanisms that the Public Protector uses to hold government accountable for good governance. It further shares some of the success stories in addressing the issues of corruption which have been highlighted many times in recent months.



Jayne Mammatt

Associate Director: Governance and Sustainability, PricewaterhouseCoopers

Topic: *Effective governance and sustainable business practices*

The topic will touch on how to take governance from a compliance issue to generating value for an organisation. It will further unpack sustainability from a “nice to have” to a critical component of an organisation’s strategy and operational plans. Lastly it will explain how to engage with stakeholders to leverage maximum impact and return.



Mandla Nkomfe

MEC for Finance and Economic Affairs, Gauteng

Topic: *Stewardship and governance: The mandate of provincial government*

This paper will argue that stewardship is inherently linked to good governance, meaning that it has to adhere to corporate governance principals such as transparency, accountability and report back. Good stewardship derives its authority from the constitution and adheres to all financial regulations and prescripts such as the PFMA.



Freeman Nomvalo

Accountant General of South Africa in the National Treasury

Topic: *King III and the Public Finance Management Act*

The Companies Act and the PFMA share many of the principles of good governance applicable to SOEs. Alignment is possible and should in fact be strived for in the spirit of the overarching governance principles of accountability, fairness, transparency and responsibility. When attempting to resolve areas of conflict, it is to be noted that the PFMA prevails. This paper addresses some of the anomalies and solutions to the problem.



Stephen Sadie

CEO, Chartered Secretaries Southern Africa

Topic: Public sector governance: From Armscor to Transnet

This paper analyses how and why governance is breaking down in the public sector. The media has been filled with stories of corporate governance failures in state-owned entities across the board, i.e. Armscor, Denel, Eskom, SAA, SABC, Telkom and Transnet. An analysis of these individual entities reveals basic flaws in corporate governance. In addition, the president has initiated a review of state-owned entities. Is there an explanation of this widespread pattern and is there a way out of this morass?



Gerald Seegers

Director of PricewaterhouseCoopers

Topic: Executive remuneration: Latest developments

The topic covers global developments around governance of executive and non-executive remuneration. It further provides an overview of South African trends around executive and non-executive remuneration.



Helen Starke

Consultant/Partner, KDS Consulting

Topic: Governance in the non-profit sector

The topic provides a background to the non-profit sector in relation to the legislation relating to the sector, the Companies Act, 2008 and to King III. Attention is given to how the Companies Act, 2008 creates an enabling environment for non-profit companies and that King III is indeed applicable while also looking at the challenges it brings. Soul City will be used as a best practice example and the Governance Assessment Instrument (GAI) will be utilised as a rating mechanism of governance.



Carina Wessels

FCIS, Vice president, Chartered Secretaries Southern Africa

Topic: Embedding best practice in the daily routine of the company secretary

The increasingly regulated environment and corporate governance developments have necessitated company secretaries to re-evaluate their positioning in order to, not only remain relevant in these changing times, but also to demonstrate competence and value add to their organisations. The presentation is based on a real life case study as a practical illustration of how to establish a company secretary as a service provider and business partner of choice.



Joel Wolpert

FCIS, Technical Adviser, Chartered Secretaries Southern Africa

Topic: Board evaluations

The topic will touch on board effectiveness, benefits of board evaluation and its methodology, King 3 requirements and will end with specific company secretary inputs.



Anton van Wyk

Partner, PricewaterhouseCoopers

Topic: Risk management effectiveness at the board level

The overall responsibility for risk management, which includes internal controls, rests with the board of directors. Risk management aims to create a disciplined, structured and controlled environment within which risks to the organisation can be anticipated and maintained within predetermined, acceptable limits. This paper discusses the mechanisms and tools that are available to manage risk effectively.

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