

# **The Integrated Reporting Committee Working Group (IRCWG)**

## **Terms of Reference**

### **1. Purpose and Objectives**

The purpose of the Working Group, as stated in the Constitution of the Integrated Reporting Committee of South Africa (Committee), is to assist it in the performance of its functions and duties. The Committee's role and objects per its Constitution are as follows:

*The role of the Committee is to provide direction, monitoring and strategic thinking on matters related to integrated reporting.*

*The objects of the Committee are:*

- (a) To establish and to procure the recognition and acceptance of what the Committee considers being good practice in integrated reporting.*
- (b) To design, disseminate and promote integrated thinking and encourage organisations to produce integrated reports.*
- (c) To promote the international harmonization of integrated reporting.*

*And in this regard inter alia:*

- (i) To consider the recommendations of the King Reports on Corporate Governance;*
- (ii) To prepare, issue and publish in the name and under the authority of the Committee Guidelines on good practice, and to make its views known in such other ways as it deems fit;*
- (iii) To make recommendations to the State (or the Financial Reporting Standards Council appointed in terms of Section 2013 of the Companies Act or to any other authority, commission of enquiry or any other body) of what it considers to be good practice;*
- (iv) To keep under review, and where appropriate to co-operate with all relevant parties, in revising guidelines to keep pace with developments in accounting, integrated reporting, sustainability reporting, business and international developments.*

### **2. Members**

2.1 The chairman of the Working Group will be a member of the Committee.

- 2.2 The Board will approve the appointment of each member of the Working Group and monitor the number and attendance of members. The Board may appoint a Deputy Chairman of the Working Group.<sup>1</sup>
- 2.3 A member of the Working Group is appointed in their personal capacity and shall have the relevant skills and experience to add value to the Working Group.
- 2.4 They will participate in the Working Group and its activities at their own cost.
- 2.5 The maximum number of members of the Working Group will be 25.
- 2.6 The Board may reconsider a person's membership of the Working Group in the event of poor attendance of meetings or if there should be any other instance where a person does not contribute to the objects of the Committee.
- 2.7 A member may not represent the Working Group or the Committee, nor may statements be made on behalf of either in the media or in other public forums, without the prior approval of the Chairman of the Working Group.
- 2.8 Should a member attend fewer than half of the scheduled meetings in a year without good cause, their continued membership will be reconsidered.

### **3. Costs**

Members of the Working Group, and any sub-committees thereof, will not receive any remuneration from the Committee for attending meetings. Individual members are responsible for any travel or incidental costs for attendance.

### **4. Procedure of Meetings**

- 4.1 Meetings of the Working Group are held at such time and at such venue in Johannesburg as the Secretariat of the IRC deems appropriate.
- 4.2 The quorum for meetings of the Working Group is a minimum of six members in attendance either in person, by video or tele-conference.
- 4.3 Decisions are approved by a majority of members present who may vote on the matter for decision in person, by video or tele-conference.
- 4.4 Except under exceptional circumstances, at least seven days' notice will be given of a meeting of the Working Group. Such notice will, where possible, include the agenda and any supporting papers.
- 4.5 Minutes of meetings are taken by the Secretariat of the IRC and are approved by the Working Group at its next scheduled meeting.

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<sup>1</sup> Clause 2.2 Amended by Board 6 February 2019.

## **5. Intellectual Property**

The intellectual property and copyright on any work undertaken in the Committee's name belongs to the Committee. The Committee will grant right of use to the work provided acknowledgment is given and right of use will not be unreasonably held.

## **6. Limitation of Liability and Indemnity**

6.1 The members of the Working Group, and any sub-committees thereof, shall not have any individual liability for any commitments undertaken by the Committee.

6.2 Subject to the provisions of any relevant law, the Committee indemnifies members of the Working Group, and any sub-committees thereof, for all acts done by them in good faith on its behalf.

6.3 Subject to the provisions of any relevant law no member of the Working Group, and any sub-committees thereof, will be liable for the acts, neglects or omissions of the Committee for any loss, damage or expense suffered by the Committee, that occurs in the execution of the powers, duties and/or the furtherance of its objects, unless the latter arises as a result of dishonesty or failure of the member of the Working Group, and any sub-committees thereof, to exercise the degree of care, skill and diligence required by law.