



**INFORMATION
REGULATOR
(SOUTH AFRICA)**

*Ensuring protection of your personal information
and effective access to information*

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CHARTER OF ROLES AND RESPONSIBILITIES OF MEMBERS OF THE INFORMATION REGULATOR

1. INTRODUCTION

The Members (Members) of the Information Regulator (Regulator) recognize the need to adopt a Charter of Roles and Responsibilities (Charter). The Charter is subject to the provisions of the Protection of Personal Information Act 4 of 2013 (POPIA), the Promotion of Access to Information Act 2 of 2000 (PAIA), the Public Finance Management Act 1 of 1999 (PFMA), the King Code of Governance of South Africa where applicable and any other applicable laws.

2. THE PURPOSE OF THE CHARTER

The purpose of this Charter is to set out:

- 2.1 The roles, functions and responsibilities of the Chairperson, Members, individual Members, the Chief Executive Officer (CEO) and Senior Executives of the Regulator.
- 2.2 Meeting procedures, evaluation of the Regulator, its Committees, its Chairperson and its individual Members.

3. COMPOSITION

- 3.1 The Regulator is a juristic person and has jurisdiction throughout the Republic of South Africa. It is independent and is subject only to the Constitution and the law and must be impartial and perform its functions and exercise its powers without fear, favour or prejudice.
- 3.2 The Regulator is composed of five (5) Members, namely the Chairperson and four (4) ordinary members. The Chairperson and two (2) ordinary members are appointed in

a full- time capacity and two (2) ordinary members are appointed in a part- time capacity.

3.3 The Chairperson and the members of the Regulator are appointed by the President of the Republic on the recommendation of the National Assembly, which must indicate which ordinary members must be appointed in a full- time or part- time capacity.

3.4 The National Assembly must recommend persons:

3.4.1 nominated by a committee of the Assembly composed of members of parties represented in the Assembly; and

3.4.2 approved by the Assembly by a resolution adopted with a supporting vote of a majority of the members of the Assembly.

3.5 The Members are appointed for a period of five (5) years and are eligible for reappointment at the expiry of this period.

4. THE ROLE OF THE MEMBERS OF THE REGULATOR

4.1 This section outlines the role of the Members of the Regulator as a collective. The Members are the custodians of corporate governance, the vision, the mission and the values of the Regulator. They must ensure adherence to the highest standards of corporate governance and respect for the vision, mission and values of the Regulator.

The Members shall:

4.1.1 establish the Committees of the Regulator and approve their terms of reference and ensure effective functioning of such Committees;

- 4.1.2 retain full and effective control over the Regulator and direct and monitor the execution of its mandate;
 - 4.1.3 approve and review the policies of the Regulator and monitor the implementation thereof;
 - 4.1.4 approve the strategic plan and the annual performance plan;
 - 4.1.5 define and approve the internal audit charter;
 - 4.1.6 ensure the appointment of an effective and independent audit committee;
 - 4.1.7 monitor enterprise risk;
 - 4.1.8 ensure adherence to Risk and Information Technology governance;
 - 4.1.9 approve the annual report;
 - 4.1.10 approve the annual financial statements;
 - 4.1.11 ensure that the Regulator complies with all relevant laws and regulations; and
 - 4.1.12 approve the delegation of authority to the Committees of the Regulator and the CEO. Such delegation of authority shall be in writing and reviewed regularly.
- 4.2 The responsibility for the day to day management of the Regulator shall vest with the CEO within the powers and authority vested in him or her in terms of POPIA, the PFMA and delegated to him or her by the Members. The Members shall offer the CEO strategic direction and support in the execution of his or her duties.

4.3 The following matters are reserved for approval by Members and shall not be delegated:

4.3.1 the organizational structure;

4.3.2 appointment of the CEO;

4.3.3 appointment of all the Executive Officers, in consultation with the CEO;

4.3.4 secondment of staff to the Regulator;

4.3.5 determination of the remuneration, allowances, pension and other employment benefits of the CEO and staff of the Regulator;

4.3.6 approval of remunerative work by the CEO and other members of Senior Executive Management;

4.3.7 approval of appointment of consultants and determination of their remuneration, traveling, subsistence and other expenses; and

4.3.8 approval of international travel.

5. THE ROLE OF THE CHAIRPERSON

5.1 In addition to the powers, duties and functions stipulated in section 43 (1) of POPIA, the role of the Chairperson includes the following:

5.1.1 providing overall leadership and vision to the Regulator, with due regard to the principle of collective leadership and responsibility for the decisions of the Regulator;

- 5.1.2 ensuring the preparation of the agenda of the meetings of the Regulator, in conjunction with the CEO;
- 5.1.3 presiding over meetings of the Regulator and other crucial meetings;
- 5.1.4 ensuring the compilation of the register of resolutions taken by the Regulator;
- 5.1.5 ensuring minutes properly reflect the decisions taken and resolutions adopted by the Regulator;
- 5.1.6 ensuring that the CEO keeps the Chairperson and Members fully informed of important day to day matters that affect the Regulator;
- 5.1.7 promoting constructive and respectful relations between Members, and between Members and the CEO and other members of Senior Executive Management;
- 5.1.8 ensuring that Members function collectively and individually;
- 5.1.9 ensure individual performance and participation of Members in meetings.
- 5.1.10 facilitating the performance evaluation of the Regulator, evaluate the performance of individual Members, who will evaluate the performance of the Chairperson;
- 5.1.11 in consultation with the Members, evaluate the performance of the CEO;
- 5.1.12 ensuring the effectiveness and development of Members through the adoption of a formal programme of continuous professional education;

5.1.13 ensuring that good relations are build and maintained with all stakeholders, in particular, major and strategic stakeholders; and

5.1.14 ensuring that the Members adhere to the Code of Ethics and Conduct of the Regulator.

5.2 The Chairperson is the face of the Regulator.

6. THE ROLE OF INDIVIDUAL MEMBERS

6.1 Individual Members must act jointly when discharging their duties.

6.2 No individual Member has the authority to act on behalf of the Regulator unless specifically authorized or requested by the Chairperson or Members jointly.

6.3 Members must respect the decisions of the Regulator and act in accordance thereof.

6.4 Individual Members must at all times act in the best interest of the Regulator, act with due care in discharging their duties as Members of the Regulator.

6.5 Individual Members must avoid and declare any conflict of interest in accordance with the Disclosure of Interest Policy of the Regulator.

7. THE ROLE OF THE CHIEF EXECUTIVE OFFICER

7.1 The CEO is the head of administration and the Accounting Officer of the Regulator. In addition to the powers, duties and functions stipulated in section 48 of POPIA and the PFMA, the role of the CEO includes the following:

- 7.1.1 Setting the tone from the top in providing ethical leadership and creating an ethical environment.
- 7.1.2 Appointment of all staff below the Executive Officers after consultation with the Members.
- 7.1.3 Ensuring that performance appraisals are performed.
- 7.1.4 Developing the Strategic Plan and Annual Performance Plan for approval by the Members.
- 7.1.5 Monitoring the performance of the Regulator against its strategic objectives and report to the Members.
- 7.1.6 Ensuring compliance with all the relevant laws and regulations.
- 7.1.7 Ensuring the implementation of the policies of the Regulator.
- 7.1.8 Ensuring that the performance goals, objectives and targets set by the Members are achieved.
- 7.1.9 Providing sufficient and relevant information to the Members to enable the Regulator to function effectively and to discharge its functions.
- 7.1.10 Alerting the Members of all major trends and new developments in the industry.
- 7.1.11 Acting as an ex officio member of all the Committees of the Regulator except the Enforcement Committee.

7.1.12 Attending all the meetings of the Regulator.

7.1.13 In conjunction with the Chairperson, prepare the agenda for the meetings of the Regulator.

7.1.14 Ensuring that the agenda, the minutes and all the supporting documents for the meetings of the Regulator are circulated to the respective Members.

7.1.15 Ensuring the provision of administrative support to the meetings of the Regulator and the Committees of the Regulator.

7.1.16 Referring all matters that have not been delegated to the CEO to the Members for approval.

7.1.17 Performing other functions that may be delegated by the Members from time to time.

7.2 All Members shall have direct access to the CEO.

8. MEETINGS OF THE REGULATOR

8.1 Frequency

The Regulator will hold its meetings once a month for two consecutive days at a venue, dates and times agreed upon by the Members. Special meetings may be held at the request of the Chairperson or any other Member, after consultation with the Chairperson.

8.2 Invitees

The Members may from time to time, at their discretion and after informing the CEO, invite Executive Officers or other employees to the meetings of the Regulator or parts thereof.

8.3 Notice and Quorum

8.3.1 The notice of each meeting of the Regulator, with the venue, date and time, and the agenda, the minutes of the previous meeting and or other supporting documents must be circulated to all the Members, the CEO and any other person attending the meeting, at least five days before the date of the meeting.

8.3.2 The quorum consists of the majority of Members present in person or via video conferencing or any other telecommunication facility.

8.3.3 Each Member has one vote on a matter before the meeting of the Regulator. A resolution shall be adopted on the majority of votes cast.

8.3.4 Decisions should be taken by consensus where possible.

8.3.5 In the case of a tied vote, the Chairperson will have a casting vote at a meeting.

8.3.6 The CEO and any invitees will not vote at the meetings of the Regulator.

8.4 Attendance

8.4.1 In the absence of the Chairperson, the remaining Members present will elect a Member to chair the meeting.

8.4.2 Members are expected to participate fully, constructively and frankly in discussions and to bring the benefit of their knowledge, skills and abilities to the Regulator.

8.4.3 Members must attend all scheduled meetings of the Regulator, including special meetings, unless prior apology, with reasons, has been submitted to the Chairperson or the CEO.

8.5 Minutes

8.5.1 The CEO or person delegated by him or her, shall keep appropriate records of all meetings of the Regulator as well as minutes of the proceedings and decisions and resolutions taken.

8.5.2 The minutes of the meeting shall be completed within fourteen (14) working days of such a meeting and circulated to all the Members.

8.5.3 The minutes of the meeting shall be formally approved by the Members at the next meeting of the Regulator.

9. REVIEW

The Charter shall be reviewed by the Members annually.

10. APPROVAL

This Charter of Roles and Responsibilities for Members was adopted by the Members of the Regulator on 29 of May of 2018.

Signed by H. Nkulu at Pretoria on 20 June 2018.
Chairperson