HERITAGE WESTERN CAPE ("HWC")

GREEN MARKET SQUARE, PROTEA ASSURANCE BUILDING, CAPE TOWN 8001

POLICY ON

THE RULES OF ORDER (PART A)

AND

CODE OF CONDUCT FOR MEMBERS OF COUNCIL AND COMMITTEES (PART B)

1. INTRODUCTION

1.1 General

The National Heritage Resources Act, 1999, Act 25 of 1999 ("the Act") and regulations under the terms of the Act, published as Provincial Notice 336 of 25 October 2002, established Heritage Western Cape ("HWC") together with its Council to co- ordinate and promote the management of heritage resources in the Western Cape Province for the benefit of present and future generations; to set norms and maintain standards for management of heritage resources and to protect heritage resources of provincial significance; and to promote the protection and management of Grade III heritage resources by local authorities. The Council may establish committees to assist it in its performance of these responsibilities.

This Policy provides both the rules of order for the meetings of Council of HWC and its committees, as well as establishes a code of conduct for all members, to promote professionalism and good governance of HWC. This policy is drafted in terms section 25 (2) (h) of the National Heritage Resources Act, 1999 (Act 25 of 1999) and this policy which provides for the rules of order and the conduct of members of the public attending meetings of the Council or its committees in terms of section 10 (2) (b) of the Act.

Definitions

The following definitions are to be used, unless inconsistent with the context–

"Act" means the National Heritage Resources Act (Act 25 of 1999);

"CEO" means the Chief Executive Officer who is the accounting authority of Heritage Western Cape appointed by the Head of the provincial department responsible for cultural affairs in terms of sub-regulation 9 of Regulation P.N. 336 dated 25 October 2002 and published in the *Provincial Gazette* No 5937 dated 25 October 2002;

"Chairperson" means the member appointed by the Provincial Minister as chairperson of the Council or any other member appointed by Council as chairperson of a committee or acting as chairperson of the Council or its committees;

"Council" means the Council of Heritage Western Cape, the provincial heritage resource management authority of the Western Cape Province as contemplated in section 23 of NHRA, which provides that the affairs of HWC are governed by the HWC Council constituted as prescribed by regulations published in the *Provincial Gazette. (See published as Provincial Notice 336 of 25 October 2002~~,~~)*

"Code of Conduct" refers to the Code of Conduct in Part B of this Policy. The Code forms the guideline to the Council and its committees as well as members thereof in their individual capacities as to what is expected of them from an ethical point of view, both in their individual conduct and their conduct in relationship with the Department of Cultural Affairs and Sport (DCAS), HWC Management, Staff and the Public.

“committee” means a committee established by the Council in terms of sub- regulation 7 of Regulation P.N. 336 dated 25 October 2002 and published in the *Provincial Gazette* No 5937 dated 25 October 2002;

“legal representative” refers to any person/s who are providing legal support, representation, advice and/or assistance concerning a matter involving HWC.

"meeting" means a meeting of the Council or any of its committees;

"member" means a member of the Council appointed by the Provincial Minister responsible for cultural affairs or a member of a committee appointed by the Council;

“non-member” means any person not being a member, who attends a meeting, including dedicated staff of the provincial department responsible for cultural affairs or members of the public

"Provincial Minister" means the member of the Executive Council responsible for cultural affairs in the province of the Western Cape as identified in the Act;

"Rules" means the rules of order applicable to meetings of the Council and committee meetings, as prescribed in Part A to this policy;

Adoption by Council

The Council shall adopt HWC's policy on the Rules and Conduct for Council, Committees, and all Members therein. This policy shall be considered to be both understood and binding by all members of the Council and its committees upon assumption of their appointment with Heritage Western Cape (HWC). HWC may request that its policies be signed by each member. This policy shall be reviewed and revised as and when needed, being signed again by members on each occasion when changes are made to it.

** **THESE RULES AND CODE OF CONDUCT SHALL BE REVIEWED AT LEAST ONCE EVERY COUNCIL TERM.**

<u>Last revised and adopted by the Council on **22 February 2024**</u>

PART A

RULES OF ORDER:

COUNCIL AND COMMITTEE MEETINGS

ABOUT

These Rules refer to the internal arrangements, the business and proceedings of the Council and its committees and the establishment, composition, procedures, powers, and functions of its committees that are subject to the rules and orders prescribed in terms of delegations made by Council to committees.

Application of the Rules of Order:

- The rules and code of conduct apply to all meetings and responsibilities associated with Heritage Western Cape.
- Except where it is clearly inappropriate, a rule applying to a member in any proceedings at a meeting <u>also applies to a non-member</u> who takes part in those proceedings.
- It is therefore the duty of a member and non-member to familiarise and abide by these rules.

PART A: TABLE OF CONTENTS

CHAPTER 3

DECISION-MAKING

CHAPTER 4

ATTENDANCE OF THE PUBLIC

CHAPTER 5

RULES OF DEBATE IN MEETINGS

CHAPTER 6

MISCELLANEOUS MATTERS

CHAPTER 1

SUPPLEMENTATION OF RULES

Supplementation of rules

1. (1) In the event of a procedural matter arising in a meeting which is not provided for in these rules, the chairperson may make a ruling.

(2) The ruling of the chairperson under sub-rule (1) must be entered into the minutes and considered for inclusion in these rules at a subsequent Council meeting.

CHAPTER 2

MEETINGS

Commencement of meeting

2. (1) The chairperson must take the chair at the time the meeting has been scheduled for and, subject to a quorum being present, must proceed immediately with the order of business.

(2) The chairperson must make a ruling in respect of all questions in relation to the priority of the order of business.

Order of Business

3. (1) The business of ordinary meetings of the Council is disposed of in terms of either conventional order, or a standard order developed for the committee in question.

(2) The order of business shall be adopted at the commencement of a meeting.

(3) The CEO must ensure that all members are notified, and reasonable notice is given to the public of any amendments made to the order of business in terms of sub-rule (2).

Amendment of the order to business

(4) For any amendments in the order of the business during a meeting in session, the chairperson must seek the agreement of the Council or committee.

Urgent matters

5. The chairpersons of the Council and committees may at any time, after consultation with the CEO or the CEO's representative at the meeting introduce an urgent matter at the meeting provided that a decision must first be taken by members present that the urgency is such that the postponement of consideration thereof to the next scheduled meeting will result in real prejudice to heritage significance.

Business to be transacted

6. Except as otherwise provided for in these rules, no matter not specified in the agenda of a meeting may be transacted at such meeting. The CEO is responsible for setting the deadlines for the submission of applications which are to be included in the agenda of the meeting, taking into account the volume of work and resources available.

Meetings

7. (1) The Council of Heritage Western Cape must meet at least 4 (four) times per year.

(2) The Council shall on an annual basis decide when and where regular meetings of the Council and committees shall take place and subject to committees that do not meet regularly, determining their schedule in discussion with the CEO and in accordance with workload.

(3) If a majority of the members of the Council request the chairperson in writing to convene a meeting, the chairperson must, after consultation with the CEO, convene a meeting at a time and place suitable to a quorum of members.

(4) The CEO must give notice of the annual schedule of meetings by circulating it to all members and using relevant mailing lists and the website to ensure public knowledge of the time and place of meetings.

(5) A committee may, after discussion with the CEO and with due regard to resources required, reconvene, if it is unable to conclude the order of business and provided that there are outstanding matters that have to be dealt with in terms of timeframes set out in legislation or policy.

Attendance at Meetings

8. (1) A member attending a meeting of the Council or committee must sign his or her name in the attendance register kept for that purpose.

(2) A member must attend each meeting, except when–

(a) leave of absence is granted in terms of rule 9; or

(b) The members are required to withdraw in terms of this rule, other laws or policies and procedures of the Council.

(3) The time when a member arrives or leaves the meeting must be recorded by the secretariat.

Leave of Absence

9. (1) Before a member absents himself or herself from a meeting, he or she must apply for a leave of absence from the chairperson and CEO, stating the reasons thereof at least 5 (five) days prior to the meeting. In the case of an emergency, a member may apply on

shorter notice stating the reasons for the emergency.

(2) The names of all members of Council or committees present at any Council or committee meeting and of all members to whom leave of absence from any such meeting has been granted must be entered into the minutes of that meeting.

(3) All applications for a leave of absence from a meeting of the Council or committee must be communicated by the chairperson at the commencement of the meeting and recorded in the minutes.

Sanction for Non-attendance

10. (1) A member who without leave absents himself or herself from a meeting or who fails to attend the start of the meeting or fails to remain in attendance at such a meeting, is in breach of the rules.

(2) A member of Council who without leave of absence is absent from three or more consecutive meetings which he or she is required to attend in terms of rule 8, is in breach of the policies under which HWC is established and in terms of Section 2(9)(b) thereof is considered to have vacated office.

(3) Similarly, a member of a committee who is absent from **3 (three) consecutive meetings** without leave of absence is also considered to have vacated his or her position.

(4) In the event that three meetings are missed without leave of absence the chairperson of Council or the relevant committee chairperson should notify the member concerned that he or she is considered to have vacated office and provide seven days for a response.

(5) If a written response is received that disputes the contention of the chairperson, it must be presented to the Council or Executive Committee together with a report. The Council or Executive Committee must then resolve the matter and if it concludes that a member of Council has vacated office, should refer this to the Provincial Minister for consideration and in the case of a member of a committee must convey its decision to the individual concerned.

(6) If a member applies for leave of absence more than three times in a year, the Chairperson may report the matter to Council who may decide to request the member to explain their continued absence.

(7) Upon receiving the explanation from a member of Council, the Council must prepare a report addressed to the Provincial Minister for consideration, who may impose further action such as a sanction as it deems fit, which may include a decision that no further leave of absence will be granted by the Chairperson of the Council, or that the member is deemed to have vacated their membership of the Council

(8) Upon receiving the explanation from a member of a committee, the chairperson of the committee must prepare a report to the Council who may impose further action which it deems fit, which may include a decision that no further leave of absence will be granted by the chairperson of the committee or that the member is deemed to have vacated their membership of the committee.

Agenda Items

11. (1) The Council secretariat shall be responsible for communicating with Council members and HWC Management for the enrolment of Agenda Items to be placed on the Agenda;

(2) Council members and HWC Management, after having being requested in writing by the Council secretariat to submit Agenda items to be enrolled on the Council Agenda, shall cause to submit for the attention of the secretariat the time stipulated in the request. Agenda items not submitted within the period referred to in this clause, shall not form part of the Agenda, save with the permission of the Chairperson only;

(3) The Agenda Items submitted for enrollment by Council members or the HWC Management shall clearly reflect which items are for Council's approval or for noting. It is the responsibility of Council members and the HWC Management to indicate which items are for the Council's "approval" or for "noting".

(4) The secretariat shall after receipt of the information referred to above, convey the agenda to all Council members.

(5) The HWC Management shall be responsible for compiling and approving the agendas of committee meetings, which shall be made up of applications and associated items received since the previous meeting of the committee in

question.

Minutes

12.(1) The CEO must compile the minutes of the proceedings of a Council or Executive Committee meeting and convey a draft to members within 14 (fourteen) days.

(2) Committees shall, in consultation with the CEO, determine their own rules for compilation and distribution of minutes.

(3) The minutes of a meeting must be confirmed by the Council or committee at the next meeting and signed by the chairperson.

(4) The minutes may be taken as read, for the purpose of confirmation in sub-rule (2), if a copy thereof was sent to each member within a reasonable period before the next meeting.

(5) No motion or discussion is allowed on the minutes, except in connection with the correctness thereof.

Minutes of Meetings

(6) The secretariat shall transmit via e-mail the minutes in typed form to all Council or committee Chairpersons within 7 (seven) calendar days after of a meeting.

(7) The Chairperson shall respond with comments and/ or corrections to the minutes within a period of no longer than 7 (seven) calendar days.

(8) The secretariat shall take these corrections into account and circulate the corrected version of the minutes to all members, for consideration at their next meeting.

Quorum

11. (1) A simple majority of the members constitute a quorum for the Council and Executive Committee.

(2) The quorum for a committee shall be a simple majority of the appointed members.

(3) If there is no quorum at the time for which the meeting is scheduled, the chairperson must take the chair as soon as a quorum is present.

(4) When there is no quorum, the start of the meeting must be delayed for no longer than 30 minutes and if at the end of that period, there is no quorum, the chairperson, or in his or her absence the deputy chairperson or CEO, in that order, must adjourn the meeting to another time, date and venue at his or her discretion and the secretariat must record the names of those members present.

(5) If the chairperson or deputy chairperson is absent and there is a quorum, the Council or the relevant committee must elect another member to act as chairperson.

(6) When a meeting is adjourned owing to the absence of a quorum, the time of the adjournment, as well as the names of the members present, must be recorded in the minutes.

(7) The chairperson must investigate the absence of the members or report the names of the absentee members to the Council or Executive Committee established in terms of rule 10 for the purposes of an investigation of a breach of the rules.

Dealing with items for which there is no quorum

12. Where there are recusals due to conflict of interest, and there is consequently no quorum for a particular item on the agenda of a committee, the members present and able to discuss the matter shall formulate a recommendation on which a decision according to the procedure for e-mail decision set out in Rule 15 shall be made and in the following ways:

(1) Where the lack of quorum would not have existed had all members of the committee been present at the meeting, the recommendation shall on the day following the meeting be conveyed to all members who do not have a conflict of interest.

(2) Where conflicts of interest involve sufficient members to make it impossible to obtain a quorum even when all members, both present and absent, are included, the recommendation shall on the day following the meeting be conveyed to the members of

the Council.

CHAPTER 3 DECISION- MAKING

14. (1) All decisions other than where these rules provide otherwise shall be decided by consensus or a majority of votes cast.

(2) Where consensus cannot be reached all members who are present at a meeting may vote on a matter, unless they have declared an interest in it. Voting shall be done by show of hands or orally in the case of virtual meetings unless one third of members request a secret ballot.

(3) A member may vote for or against, abstain or refuse to vote, with the secretariat recording the numbers in each instance. The identity of the members abstaining or voting against shall not be recorded unless the member requests that it be done.

(4) When recording a decision of a committee in terms of which the rights of an interested or affected party may be affected reasons for such decision must also be recorded.

(5) When decisions of the committee are communicated to applicants and interested and affected parties, the right to appeal and to request reasons shall also be communicated.

Decisions by e-mail

15. Where it is necessary to take decisions that are urgent or in cases where for individual items on an agenda there was no quorum and a decision is necessary for administrative justice to be served, e-mail may be used in accordance with the following procedure:

(1) A request for Council or a committee to take a decision by e-mail may be initiated by the relevant chairperson or the CEO.

(2) The CEO or relevant staff in his office shall circulate by e-mail an outline of the issues concerned and the decision required, along with relevant documentation.

(3) Depending upon the level of urgency, a minimum of 2 (two) working days must be allowed for response, which timeframe must be stipulated in the e-mail message.

(4) Responses shall be made according to normal voting procedure, ie: an indication of acceptance or rejection of the proposal or indication of abstention or unwillingness to vote.

(5) If by the end of the period stipulated responses have been received from sufficient members to constitute a quorum, the CEO or staff member responsible for the circular shall tally the responses and ensure that the decision taken is acted upon.

(6) If the required number of responses is not received within the timeframe set, members who have not responded must be contacted and requested to respond as a matter of urgency, with responses being tallied as soon as the number of responses corresponds to the required quorum.

(7) Decisions taken by e-mail must be included as an item on the next agenda of the next meeting of the Council or committee concerned and the decision taken and date on which it was taken must be minuted.

Provision of services to the Council

16. If more than a quarter of the members are against a motion to grant consent to a member to–

(1) be a party to or beneficiary under a contract for:

(a) the provision of goods or services to the Council; or
(b) the performance of any work otherwise than as a member for the Council such consent may only be given to the member with the approval of the Provincial Minister.

CHAPTER 4

ATTENDANCE OF THE PUBLIC

Admission of the public to meetings

17. The chairperson must, amongst other things, considering the capacity of the venue when in-person meetings are held take reasonable steps to encourage public access to, and regulate public conduct at meetings.

Opening of meetings to the public

18. In accordance with the provisions of section 10 (2) (b) of the Act, and the provisions of rules 19, 20, 21(3) & (4), 28 and 29 below, members of the public have the right to attend Council and committee meetings.

Exclusion of the public from meetings

19. The public may be excluded from a meeting where so directed by the chairperson, or when so resolved by the Council or the committee under the following conditions and circumstances:

(1) The Council and committees may have closed sessions to prepare for the matters to be discussed in the meeting and other issues which require confidentiality.

(2) Subject to section 10 (2) (b) of the Act, if the Chairperson is of the opinion that the public must be excluded from the meeting during a discussion of an item or items on the agenda or upon a motion from a member to that effect, the chairperson must —

(a) direct that all members of the public leave the venue of the meeting or log off from a virtual platform; and direct the Council or the committee to consider and resolve whether it would be reasonable for any or all of the items on the agenda to be considered without the presence of the public having regard to the nature of the business being transacted and whether disclosure of proceedings is unreasonable under amongst others —

(i) disclosure of personal information or information supplied in confidence; financial, commercial, scientific or technical information; research interests; trade secrets and national security, etc. and

(ii) is likely to compromise an individual or organisation or otherwise put them at a disadvantage that is unreasonably prejudicial to their business or other activities, and which could result in legal action.

(3) If the motion in sub-rule (3) above is carried, the public is excluded from the meeting during a discussion of an item or items on the agenda, and the place of meeting must be cleared of all members of the public, including the media.

(4) The motivation for the exclusion of the public must be entered into the minutes.

Re-admission of the public to meetings

20. (1) If a meeting is closed for a particular discussion, the chairperson must at the conclusion thereof ensure that the public is readmitted.

(2) A member may during the course of the meeting from which the public and the media were excluded, move a motion "that the meeting again be opened" and state the reasons for the motion.

(3) If the motion under sub-rule (1) is seconded it must after discussion be put to the vote.

CHAPTER 5

RULES OF DEBATE IN MEETINGS

Application of the conventional rules of committee

21. Meetings shall be conducted in a manner that is consistent with generally accepted conventions. Where there is a dispute as to convention the chairperson may rule on the matter provided that where this is disputed a vote on the interpretation may be called for if proposed and seconded by members.

Address to the chairperson

22. A member who speaks at a meeting must address the chairperson.

Address to the Council

23. Before a member addresses the Council or the committee, he or she must first obtain the permission of the chairperson.

Address by the Chairperson

24. When the chairperson addresses the meeting, all members must be silent so that the chairperson may be heard without any interruption.

Address by the CEO and his/her staff

25. The CEO and at his/her direction a member of his/her staff has a right to participate in the discussion of the Council or a committee and such rights must be reasonably afforded by the chairperson on a basis similar to that of a member.

Responsibilities of the CEO in meetings

26. The CEO or his/her representative at a meeting has a particular responsibility to ensure that the Council or committee is aware of the provisions of these rules, the Act and other policies rules, procedures, delegations and related documents, and precedents set by earlier decisions that pertain to the course of a debate, subject matter before the Council or committee or that govern its ability to make a decision.

Address by non-members

27. Non-members other than the CEO and his/her staff may address the Council or a committee on a matter pertaining to the business of the Council or committee and on the following basis:

(1) Provided that such non-member can demonstrate that he or she may be affected by a decision of the Council or a committee and as contemplated in Section 10(2)(c) of the Act,

and either

(2) by prior arrangement through the CEO and with the consent of the Chairperson in which case the matter to be addressed shall be included in the order of business
or

(3) in the absence of a prior arrangement, if an individual is present at a meeting and the Chairperson or committee believes that it will assist the business being conducted if the individual addresses the meeting and/or questions are put to him/her.

Relevance to subject or matter

28. (1) A member or non-member who speaks must direct his or her speech to the subject or matter under discussion or to an explanation or to a point of order.
(2) A member or non-member may not address another participant in the meeting

directly.

Voting procedure

29. (1) A member may, after opportunity has been allowed for some discussion, move that the matter be put to the vote. If there is a seconder, the motion shall be voted upon.

(2) No motion put to the vote in terms of sub-rule (1) above is open to further discussion.

(3) A matter may be voted upon by secret ballot should such a request be made by a third of the members entitled to vote.

CHAPTER 6 MISCELLANEOUS

MATTERS

Conflicts of Interest

30. Conflicts of interest must be dealt with in terms of a code of conduct for members of the Council and its committees adopted by the Council.

Floor movement

31. Movement during a meeting may only take place on the following basis:

(1) A Council or committee member or member of the public must remain seated during the meeting session, unless the consent of the chairperson is granted to leave the venue or to approach the chairperson to adequately explain a point.

(2) A member of the public may not interfere with the proceedings of a meeting and may not converse with any other person while the meeting is in session unless the consent of the chairperson is granted during the course of a meeting.

(3) A member of the public may only enter or leave the meeting session in such a manner that his or her movement does not disturb the meeting in session.

(4) In meetings held on a virtual platform, members and non-members shall comply with the directions of the chair

Banners, signs and placards

32. No banner, sign or placard which is disruptive may be displayed during a meeting in session.

Recording of proceedings

33. Recording of the proceedings of Council and committee meetings is subject to the following:

(1) No communication devices, including, but not limited to cellular phones, pagers, magnetic tape or digital recording devices, cameras or video- recorders may be used during a meeting in session, except equipment used by the secretariat to assist it with the creation of the official record of the meeting or where a request has been made and agreed to by the chairperson.

(2) A recording made by the secretariat constitutes the official record of proceedings Copies of the recording may be obtained by members of the public by submitting an application in terms of the Promotion of Access to Information Act, Act 2 of 2000.

(3) Any member or the CEO may at any point in proceedings request the chairperson to instruct that recording devices be switched off for the course of any part of proceedings and unless there is good reason not to do so, the chairperson shall instruct the secretariat accordingly.

(4) If a non-member is found to record the proceedings without the necessary approval, such recording shall not be regarded as an official record of the meeting and the chair may direct that the recording be erased..

(5) All non-members who are not members of staff shall sign an undertaking:

(a) Not to record proceedings.

(b) Not to use any transcript made from any device unlawfully used at a meeting.

(c) To hand over and not leave the premises with any unlawfully recorded recording.

Meetings held on a virtual platform

34. Meetings may be held on a virtual platform at the discretion of the CEO and the rules of conduct shall apply *mutatis mutandi* to these meetings.

Use of official languages

35. The three official languages of the Western Cape recognised under the Western Cape Provincial Languages Act, 1998 (Act 13 of 1998), namely English, Afrikaans, and isiXhosa are used by Council and committees on the following basis:

(1) The language of record for all decisions is English.

(2) Any person who wishes to speak at a meeting may by sufficient prior arrangement with the CEO use any of the other two official languages.

(3) Any person with an interest in a matter discussed at a meeting may apply to the CEO of HWC to receive a copy of the minutes in respect of the particular item translated into one of the other two official languages.

PART B

CODE OF CONDUCT:

COUNCIL, COMMITTEES AND MEMBERS OF COUNCIL AND ITS COMMITTEES

<u>The purpose of the Code of Conduct:</u>

- The primary purpose of the Code is to promote exemplary conduct in order to promote trust in the good reputation of HWC, its Council and committees, and to ensure a culture of good governance and legitimacy.
- To give effect to the relevant Constitutional provisions, including the National Heritage Resources Act, 1999 (Act 25 of 1999) relating to HWC Council members and members of committees, all Council and committee members are expected to comply with the provisions of the Code of Conduct set out herein and must sign a copy of the Code of Conduct on acceptance of their appointment. The Code is a guideline to the HWC Council and its committees as well as members thereof in their individual capacities as to what is expected of them from an ethical point of view, both in their individual conduct and their conduct in relationship with the Department of Cultural Affairs and Sport (DCAS), HWC Management, Staff and the Public.

1. CORE PRINCIPLES

These are the core underlying principles of the code of conduct policy:

Fiduciary duty and responsibility

1.1 The most important duties of Council and committee members are that they must:

(a) act independently at all times with unfettered discretion;

(b) exercise independent judgment; and

(c) take decisions according to the best interests of HWC and in accordance with the provisions of the Act and in the case of committees the delegations made to them by the Council.

Selflessness

1.2 Members must act in the best interests of Heritage Western Cape and its stakeholders and must not improperly seek or accept any financial or other advantages for themselves or people closely connected with them.

Integrity

1.3 Council and committee members must –

1.3.1 not allow themselves to be placed in a situation where their integrity or independence could justifiably be called into question;

1.3.2 serve the public in an unbiased and impartial manner thereby instilling public confidence in HWC and DCAS;

1.3.3 be polite and helpful when members of the public, conservation bodies, public bodies, and other persons or bodies appear before it;

1.3.4 not unfairly discriminate against a member of the public on account of race, gender, ethnic, political persuasion, conscience, belief, culture or language;

1.3.5 not abuse his or her position as a member of Council or a committee to promote or prejudice the interest of any person, body, political party or interest group;

1.3.6 respect and protect every person's dignity and his or her rights enshrined in the Constitution; and

1.3.7 execute all reasonable instructions given by Council or committee, provided that the instruction/s are not in conflict with the provisions of the Constitution, the NHRA and/or any other law;

1.3.8 use the appropriate channels of contacting the CEO or the Deputy Director of HWC Legal Support to air his or her grievances or to direct representations to the Chairperson of Council or committee.

Accountability

1.4 Council and committee members are accountable for their conduct and should always be prepared to justify their decisions and conduct.

Openness

1.5 Council and committee members should adopt a transparent approach when taking decisions.

Honesty

1.6 Council and committee members must declare their relevant financial and other interests in accordance with the rules on declarations of interests annually as set out in this Code and by DCAS.

Leadership

1.7 Council and committee members should promote these principles and lead by example.

Equality and diversity

1.8 Council and committee members must comply with best practice on equality and diversity issues and promote compliance by others. In this context, "best practice" includes, but is not limited to, relevant legislation and HWC's, in the absence thereof, DCAS's own Equality and Diversity Policy.

Respect

1.9 Council and committee members should follow the principles of mutual respect in all their dealings and be prepared to accept that others may have equally strong views in good faith that differ from their own.

1.10 Council and committee members should treat colleagues with respect and not engage in <u>any</u> behaviour towards other members or staff which might reasonably be interpreted as discriminatory, bullying or amount to any form of harassment.

2. Financial sustainability

2.1 Members must promote the unity, well-being and financial sustainability of HWC in performing his or her functions by virtue of his or her appointment as a member of the Council or a committee.

3. APPLICATION OF THE PRINCIPLES

Collegiality

3.1 Council and committee members should recognize that decisions with which they disagree may be made by a majority of the Council or committee. Members may dissent but should not seek to frustrate the implementation of decisions properly reached. A member of the Council or a committee may not appeal against a decision taken by the Council or committee concerned.

Roles of members and staff

3.2 Council and committee members must recognize that staff are part of a line management structure responsible to the Chief Executive Officer of HWC for the implementation of decisions, and not to individual Council members.

3.3 Council and committee members must not place staff in any position where this principle referred to in clause 3.2 might be compromised.

Confidentiality

3.4 Council and committee members must take all appropriate steps to safeguard information given to them in confidence or which otherwise comes into their possession in circumstances where confidentiality arises.

3.5 For the avoidance of doubt, iIt is permissible for such information to be given to another Council or committee member (unless that member has a conflict of interest which would prevent him or her having access to the information).

3.6 A Council and/or committee member shall not release official information to the public unless he or she has the necessary authority from the Chairperson of Council, the relevant committee, and the CEO.

Meetings of Council and its Committees

3.7 The regulations which deal with meetings of the Council provide that the Council must meet at least four times a year.

3.8 In addition, the following is provided for in the Act:

3.8.1 A quorum for a meeting of the Council shall be a majority of its members.

3.8.2 Any decision of the Council or a committee shall be taken by resolution of the majority of the members present at any meeting of the Council or committee, and, in the event of equality of votes on any matter, the person presiding at the meeting in question should have a casting vote in addition to his/ her deliberative vote as a member of the Council or committee.

3.8.3 The quorum of the committee shall be determined by the Council.

3.8.4 If the Chairperson of the Council or a committee is absent from a meeting of the Council or not able to preside at that meeting, the members present must elect one of their number to preside at that meeting and that person may, during that meeting until the Chairperson resumes his/ her functions, perform all those functions.

Standards of debate and regulatory matters

3.9. Council and Committee Members –

3.9.1 must uphold high standards of courtesy and respect in meeting debates.

3.9.2 are required to ensure that they familiarise themselves with every document which forms part of the discussion information pack, *prior* to the commencement of the meetings.

3.9.3 must, in order to ensure orderly discussion at meetings, ensure that all points by members are made through the Chairperson and only once the Chairperson acknowledges that then point/s may be made by the member.

3.9.4 must respect the Chairperson's direction in conducting meetings.

3.9.5 must when dealing with regulatory matters, members should bear in mind the primacy of the public interest and should strive to ensure that their decisions on such matters are legally defensible.

Financial matters

3.10 Members of Council must:

3.10.1 As the Council is the accounting authority in terms of Section 49 of the PFMA (Public Finance Management Act 1 of 1999), it must comply with the provisions of the PFMA and deal responsibly and prudently with financial matters, particularly proposals for expenditure.

3.10.2 on discovery of any unauthorized, irregular or fruitless and wasteful expenditure, must immediately report, in writing, particulars of the expenditure to the relevant treasury and in the case of irregular expenditure involving the procurement of goods and services, also to the relevant tender board.

Gifts and hospitality

3.11 Council and committee members must not accept gifts or hospitality where this might cause their integrity or independence to be questioned.

3.12 Gifts and hospitality of the value of R300,00 or more must be reported to Chairperson of Council and shall be duly recorded in Council meetings.

Attendance at meetings

3.13 Members **must commit** themselves –

3.13.1 to attend Council and committee meetings, unless prevented by compelling personal or professional reasons or circumstances beyond the control of the member and should seek leave of absence only where this is necessary.

3.13.2 and ensure that they arrive sufficiently early prior to commencement of Council meetings.

3.13.3 to communicate with the Chairperson should they be unable to attend meetings and/or will be unable to attend the meetings on time.

3.13.4 If a committee member finds that they are unable to attend regularly, they must resign from the committee in order to avoid issues with constituting a quorum.

Speaking for HWC

3.14 Members must not represent themselves as speaking officially for HWC when this is not the case and should take care to avoid as far as possible being placed in a position where they might be misrepresented as speaking for HWC or DCAS.

4. COMPLAINTS AGAINST COUNCIL AND COMMITTEE MEMBERS AND BREACH OF THE CODE

Complaint

4.1 Any complaint against a member under this Code must be referred to a sub-committee constituted by the Council for consideration.

Investigation

4.2 The sub-committee will investigate the complaint or breach and report to the Council, which will have the power to administer any sanctions, except those sanctions which may be administered by the MEC.

4.3 To decide its own procedure (which may include the power for the Chair or Vice-

Chair to dismiss any complaint he or she deems to be trivial or vexatious in nature).

Breach of Code

4.4 A member breaches this Code if the member –

(a) contravenes or fails to comply with a provision of this Code;

(b) when disclosing a registrable interest, willfully provides the Registrar with incorrect or misleading details.

4.5 Notwithstanding the provisions contained in the Code, the MEC may, after consultation with the Council, remove a member of the Council from office if in the opinion of the MEC there are sound reasons for doing so after hearing the member on those reasons.

Sanctions for Breach of Code of Conduct by Members of Council and Committees

4.6 If a Committee member is found to have breached this Code of Conduct, the following sanctions may be imposed:

4.6.1 A written warning describing the breach and warning that a repetition of such breach may result in their removal from the Committee.

4.6.2 In serious cases, or where breaches are repeated or multiple, the Council may remove the member from the Committee.

4.6.3. In the case of a breach of the code of conduct by a member of Council, after complying with 4.2 above, the matter may be referred to the Minister with ` a recommendation that the Council member be removed from Council.

5. CONFLICTS OF INTERESTS AND DECLARATION OF INTERESTS

5.1 General

5.1.1 There will be a standing item on the agenda of every meeting for disclosure of interests of members.

5.1.2 Members must declare all relevant interests at the time the matter concerned arises, whether or not those interests have been included in the register of members' interests. In case of doubt, an interest should always be declared.

5.1.3 If a member has an interest which could lead him or her to be influenced, or to be reasonably seen to be influenced, by the real possibility of significant personal gain (or loss) of a financial or non-financial nature, the interest will be deemed to be prejudicial and the members should not speak or vote on that matter, and must withdraw from the meeting room for the duration of the discussion of that matter.

5.1.4 If a member is the representative of a party to a matter being considered by Council or a committee the member may represent that party provided that it is declared and that s/he leaves the room at the time of decision making.

5.1.5 If a member has an interest in a matter where no significant personal gain (or loss) could arise but has a personal connection or previous involvement in an issue, the member shall recuse him or herself from the discussion except at the discretion of the Chairperson.

5.1.6 In addition to the clause above, the member who may have an interest in a matter may not be part of the decision-making process, not make any recommendations or discussions in as far as the matter is concerned. The member shall withdraw him or herself from the meeting for the duration of the matter under discussion but must be readmitted to the meeting after the matter is dealt with as an Agenda Item.

5.1.7 A member who has identified a potential area of conflict of interest should consult the Chairperson for guidance on the way forward. If the potential area of conflict concerns the Chairperson, he or she must consult the members present at the meeting.

6. DUTY OF DISCLOSURE

6.1 Register of interests

Members are obligated to register their interests in the format and at the time determined annually by DCAS.

6.2 Failure to register Interest

6.2.1 Any member who willfully –

(1) fails to disclose an interest in terms of this Code; or
(2) when disclosing an interest, willfully and intentionally provides incorrect or misleading details,

and may be guilty of misconduct and/or may at the discretion of the CEO be excluded from participating in the proceedings of the Council or committee/s concerned until such matters are resolved.

7. TRAINING

Directive by Council Chairperson/Chief Executive Officer

7.1 If it will enhance the performance of Council work, the Chairperson or Chief Executive Officer may direct that the members be trained covering aspects which relates to the HWC's functions, <u>such as</u>: (1) Induction of Council members, (2) Governance Training, (3) the National Heritage Resources Act, 25 of 1999, etc.

8. RELATIONSHIP BETWEEN COUNCIL AND ITS COMMITTEES AND STAFF

The Council and committees shall –

8.1 foster a good working relationship with HWC Management, HWC Staff, DCAS and DCAS Staff that will enhance service delivery and the integrity of the institution;

8.2 put the interest of the public first in the execution of their duties;

8.3 Perform their duties without fear or favour as envisaged in the South African Constitution, the National Heritage Resources Act, 25 of 1999 and other applicable legislation;

8.4 strive to be familiar with and abide by all applicable legislation applicable to HWC and heritage. Including any instructions provided by the MEC responsible for the Department Cultural Affairs and Sport and all policies of HWC; and

8.5 co-operate with public institutions established under legislation and the constitution in promoting the public interest.

9. DECLARATION TO ABIDE BY THIS POLICY

9.1 When appointed, each member of Council or a committee shall confirm in writing their intention to abide by the code of conduct and rules of order policy by HWC.

9.2 Before each meeting, members will re-affirm their acknowledgement of their duty to abide by the code of conduct and rules of order policy.

DONE AND SIGNED ON _________AT ___________________________ON

THIS _______DAY OF ___________________________2024.

Reyhana Gani Digitally signed by Reyhana Gani
Date: 2024.03.13 11:38:41 +02'00'

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CHAIRPERSON

on behalf of the HWC COUNCIL