

APPOINTMENT OF A SERVICE PROVIDER FOR SECRETARIAL SERVICES FOR FILM AND PUBLICATION BOARD FOR A PERIOD OF 3 YEARS

1. BACKGROUND

The Film and Publication Board Secretariat contract has come to end the opportunity is there for the corporate secretary to be responsible for ensuring sound corporate governance practice, to be the repository of governance knowledge and advice, and to be the source of the company's conscience ensuring corporate integrity takes precedence over short-term gain and personal benefit. The Companies Act, No. 71 of 2008 (the Act) prescribes that all public and state-owned companies are required to have a company secretary.

2. SCOPE OF WORK

Bidders are invited to submit in line with the Terms of Reference (TOR) and demonstrate knowledge and experience in the following areas:

2.1. Manages Council and Committees

- a) Develop the Council Annual Work Plan;
- b) Prepare and issue notices of meetings timeously;
- c) Preparations of meetings
 - i) 4 meetings per year (normal meetings) for 5 committees;
 - ii) 4 specials meetings per year for 5 committees;
- d) Prepare the agenda and supporting documents for meetings;
- e) Coordinate the submission of reports to the Council and committees;
- f) Manage requests from the Council;
- g) Ensure that actions requested by the Council are undertaken by the responsible executives and reported back to the Council;
- h) Formulate accurate minutes and resolutions;

- i) Communicate the Council and Committee resolutions to relevant parties and prepare action sheets to this effect; and
- j) Provide advice to the Council on the Companies Act, Electronic Communications and Transactions Act, King IV, and corporate governance compliance issues to ensure the Council's effective functioning.

2.2. Legal advice and updating corporate governance policies to ensure company-wide legislative compliance

- a) To review/amendment governance documents and contracts;
- b) Provide general advice on legal, governance and compliance to the Council and Chairperson;
- c) Liaise with FPB legal advisors and FPB Management on legal work and other processes to advise the Council;
- d) Develop and update Corporate Governance Policy Framework which includes including but limited to Delegation of Authority, Whistleblowing Policy, Fraud Prevention Policy, Code of Conduct for Council and Staff, Council Charter, Committee Terms of Reference, Legislative Compliance Matrix;
- e) Manage overall institutional legislative compliance requirements (Companies Act, Electronic Communications and Transactions Act, King IV) and report on compliance/non-compliance to Council and shareholder(s) as required;
- f) Assist the CEO to develop overall institutional legislative compliance matrix and provide information to Council and relevant stakeholders/governance structures; and

2.3. Maintain statutory registers

- a) The register of Council and Council Committee members and index thereof;
- b) Minutes;
- c) Resolution Register;

2.4. Council Training, Information Sessions and Induction

- a) Arrange skills training and induction of the Council and Council Committees;
- b) Coordinate and provide training to Council members on their fiduciary duties, corporate governance and relevant legislation.

2.5. Task Condition

- a) The appointed service provider must be able to respond to adhoc tasks as and when required;
- b) Attend meetings and provide status / progress update meetings;
- c) Attend Management meetings to report on work done and work in harmony with the executive management team of FPB;
- d) The function report to the CEO and is accountable to the Council;

2.6 The prospective service provider must assign resources or staff who have the following behavioural attributes:

- a) Good written, verbal communication and presentations;
- b) Policy development;
- c) Report writing;
- d) Confidentiality and integrity;
- e) Good understanding of administrative functions and meeting procedures;
- f) Ability to operate at the Executive Management level;
- g) Ability to work under pressure and meet strict deadlines;
- h) Computer Literacy;
- i) Good interpersonal skills and relationship-building skills;
- j) Tolerant, motivated, enthusiastic, energetic and assertive.

3. MINIMUM REQUIREMENTS

3.1. The prospective service provider must assign resources or staff who have the following experience and possess the following qualification:

- a) An LLB degree or Corporate Governance Practice tertiary qualification;

- b) CGISA (Chartered Governance Institute of Southern Africa) membership;
- c) The individual must have minimum of Five (5) years of Council management experience, knowledge and understanding related to the field.

The prospective service provider must assign resources or staff who have the following behavioural attributes:

- a. Good written, verbal communication and presentations;
- b. Policy development;
- c. Report writing;
- d. Confidentiality and integrity;
- e. Good understanding of administrative functions and meeting procedures;
- f. Ability to operate at the Executive Management level;
- g. Ability to work under pressure and meet strict deadlines;
Computer Literacy;
- h. Good interpersonal skills and relationship-building skills;
- i. Tolerant, motivated, enthusiastic, energetic and assertive.

4. TIMEFRAMES

The duration of the contract will be for period of three (3) years from signing of the contract, with estimated 600 hours per year which is 1800 hours for 3 years.

5. CONTRACTUAL OBLIGATION

5.1 In the case of the service provider using sub-contractors, the former will be responsible for ensuring delivery of services from any such sub-contractors and for making any payments to such sub-contractors.

5.2 The successful will be subjected to annual review in terms of measuring satisfactory performance.

- 5.3 The successful bidder will be required to have adequate professional indemnity as well as liability insurance in place (upon parties contracting);
- 5.4 Bidders are required to fully comply with the relevant SCM Legislative Framework as well as application of regulatory and prescripts. Bidders are also required to take all reasonable steps to protect information, in line with the provisions of the POPIA 4 of 2014.
- 5.5 The resource(s) in the company profile or whose CV/Profile was used during evaluation must be the preferred resource(s) used for FPB work.
- 5.6 An alternate replacement of resource(s) should be equal or more competent to the initial approved resource(s).

6. ABSENCE OF OBLIGATION

- 6.1 No legal or other obligation shall arise between the service provider and FPB unless/until both parties have signed a formal contract or Service Level Agreement in place.

7. WORKMEN AND SUPERVISION ON SITE

- 7.1 The service provider shall be held responsible for the conduct of his employees and the conduct of his sub-contractor's employees for the full duration of the contract.

8. EVALUATION CRITERIA

- 9.1 Responses will be evaluated using a predetermined set of evaluation criteria. The evaluation criteria is designed to reflect the FPB's requirements in terms of identifying a suitable service provider and ensure the selection process is transparent and affords all the bidders a fair opportunity for evaluation and selection.

9.2 Functional Evaluation threshold

9.2.1 The tender submission will be functionally evaluated out of a minimum of 100 points – any bidder who scores less than 70 will not be considered for further evaluation (Phase 3), maximum score is 100 for PRICE AND SPECIAL POINTS

Functionality Criteria	Weight	Applicable Value 1 (Poor)	Applicable Value 2 (Fair)	Applicable Value 3 (Good)	Applicable Value 4 (Very Good)	Applicable Value 5 (Excellent)
<p>Bidder Experience</p> <p>To demonstrate bidder experience in terms of previous work done, bidders must submit reference letters from different public organisations (PFMA schedule entities) as evidence of related Council secretariat work previously conducted Bidder must provide reference letters on a company letterhead, dated, and signed with contactable email address. Reference letters should be from the last five (5) years. Bidders to note that due diligence will be conducted against received references</p>	20	reference letters from 1 public organisations	reference letters from 2 different public organisations	reference letters from 3 different public organisations	reference letters from 4 different public organisations	reference letters from 5 different public organisations
<p>Resource Council Secretary Experience and Qualification</p> <p>Bidder's proposed resources will be evaluated as a combined experience (collectively)</p> <p>The resource's CV break-down of years of experience to be provided - resources must provide contactable references - on a company letterhead, dated, and signed with contactable email address. Bidders to note that due diligence on Resources will be conducted against received references</p>	30			Minimum of two and maximum of three Council Secretary resources with 10-15 years Public Sector Council Secretary experience	Minimum of two and maximum of three Council Secretary resources with 15 to 20 years Public Sector Council Secretary experience	Minimum of two and maximum of three Council Secretary resources with 20 and more years Public Sector Council Secretary experience
<p>Council Secretary Qualifications</p> <p>Proof of LLB degree or Corporate Governance Practice tertiary qualification; and proof of CGISA (Chartered Governance Institute of Southern Africa) membership; (all documents must be certified)</p>	20	No Score	No Score	No Score	No Score	Certified copies of qualifications and membership
<p>Methodology and a work Plan schedule</p>	30				Provide a detailed methodology in line with the scope of work. Including a work plan schedule	Provide a detailed methodology in line with the scope of work. Including a work plan schedule outlining the timelines

Name of requestor

Mashilo Boloka

Signature

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Date: 12/06/2023