



SAMAC
Macadamias South Africa NPC

Macadamias South Africa NPC (SAMAC NPC)



Roles and duties of SAMAC NPC Board of Directors

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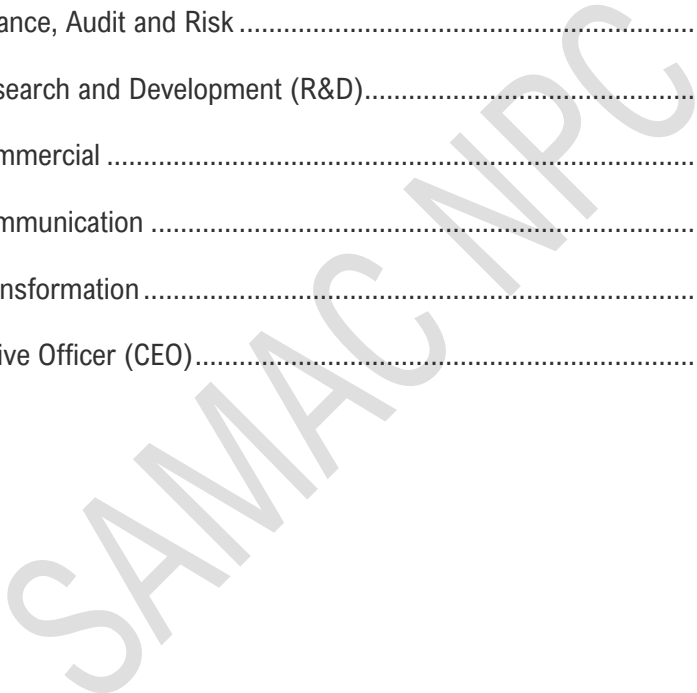
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1. The role and duties of SAMAC NPC Directors

For consideration by members and potential directors when new directors are to be appointed

2. Generic role

- 2.1 Must be prepared to act in the best interests of the South African macadamia industry generally and of all SAMAC's members.
- 2.2 Will be required to perform an oversight role in the affairs and management of SAMAC.
- 2.3 Must prepare for and attend all Board meetings and participate in an effective manner.
- 2.4 Must be willing to accept the usual responsibilities and statutory duties of company directors as outlined in South African legislation
- 2.5 Must be willing to demonstrate positive leadership to the industry through actions and comments.
- 2.6 Must be willing, after appropriate discussion and once collective board decisions are made, to support such decisions in their implementation.
- 2.7 Will be expected to provide support and strategic guidance to the SAMAC CEO and staff.
- 2.8 Will be expected to provide no more than facilitation support during the implementation of board decisions i.e. the role is thinking and deciding strategic direction rather than doing.
- 2.9 Must not be overcommitted in terms of other business interests or other offices or directorships held.

3. Essential competencies for directors include the following:

Competency	Description
Strategic thinking	Demonstrates a broad-based view of issues, events and activities and a perception of a long-term impact or wider implications.
Decision-making	Demonstrates a readiness to make decisions, take the initiative and originate action
Influencing	Influence, convince and impress others in a way that results in acceptance, agreement or behaviour change.
Ethics	<ul style="list-style-type: none">• Upholds ethics and values; demonstrates integrity;• Promotes and defends fairness;• Able to work for the common good even when this differs from own needs or preferences; and• Encourages organisational and individual responsibility towards the community and the environment

Competency	Description
Analysing	Analyses issues and breaks them down into their component parts. Makes systematic and rational judgements based on relevant information.
Networking	<ul style="list-style-type: none">• Easily establishes good relationships with customers and staff;• Relates well to people at all levels;• Builds wide and effective networks of contacts;• Uses humour appropriately to bring warmth to relationships with others
Adapting to change	Successfully adapts to changing demands and conditions.
Technical awareness	Understands technical or professional aspects of their specific portfolio and continually maintains technical knowledge.

4. Board Chairperson

The Chairperson of the SAMAC Board will be expected to perform the following tasks:

- 4.1 Oversee the effective functioning of the SAMAC Board, ensuring that decisions are made timeously and that they are implemented.
- 4.2 Act as an enabling facilitator to the CEO, to ensure that the CEO is always equipped with clear strategic direction and moral support, and that the CEO has sufficient resources to be able to deliver on their mandate.
- 4.3 Co-ordinate an annual performance evaluation of the CEO.
- 4.4 Ensure that the roles and responsibilities amongst the members of the SAMAC Board are clearly defined and monitor the execution of commitments made by the SAMAC Board.
- 4.5 Provide strategic and public support to the CEO as required.
- 4.6 Continually assess SAMAC's progress in achieving its goals and purposes.
- 4.7 Act as the final decision-maker and demonstrate leadership, especially in circumstances of dispute or disagreement.
- 4.8 Oversee relationships and communication with all stakeholders.

5. Director: Finance, Audit and Risk

In addition to the generic role above (paragraph 2), the Finance, Audit and Risk Director will be expected to:

- 5.1 Take the lead in SAMAC Board activities involving:
 - budgeting;
 - remuneration;
 - major financial commitments; and
 - annual auditing and reporting.
- 5.2 Be familiar with reading and interpreting of financial statements.
- 5.3 Be familiar with accounting principles, procedures and good practices
- 5.4 Formal accounting training would be an advantage but is not necessary.
- 5.5 Chair the Audit, Risk and Remuneration sub-committees and keep the Board informed of decisions and discussions.
- 5.6 Provide strategic guidance and support to the CEO with regard to the aforementioned.

6. Director: Research and Development (R&D)

In addition to the generic role above (paragraph 2), the R&D Director will be expected to:

- 6.1 Take the lead in SAMAC Board activities involving:
 - prioritising research and development needs in terms of probability of success and impact of success;
 - overseeing the performance of research projects against stated objectives, budgets and timelines;
 - ensuring that research results are made accessible and practically useful to members and consultants as appropriate;
 - Chair the R&D sub-committee and keep the Board informed of decisions and discussions
- 6.2 Provide strategic guidance and support to the CEO regarding the above.

7. Director: Commercial

In addition to the generic role above (paragraph 2), the Commercial Director will be expected to:

7.1 Take the lead in SAMAC Board activities related to:

- supporting and growing demand for macadamias globally;
- developing South Africa as a preferred source of macadamias;
- ensuring accessibility of future markets for the South African macadamia exports; and
- identifying and addressing issues which may restrict South Africa's competitiveness in the global macadamia industry.

7.2 Provide strategic guidance and support to the CEO with regard to the above.

7.3 An interest in the global agricultural trading environment is required, and previous experience or exposure to this area would be an advantage but is not necessary.

7.4 Represent SAMAC on the WMO. If there is a conflict of interest in the case where the Chairperson of the Handlers Forum and the Director are tied to the same processor, it will be clarified at Board level.

8. Director: Communication

In addition to the generic role above (paragraph 2), the Communication Director will be expected to:

8.1 Take the lead in SAMAC Board activities related to:

- communications and contact between members and SAMAC;
- PR and communications within the industry and outside of it;
- SAMAC's formal communications strategy and vehicles such as the website, APP, social media, publications, videos etc.

8.2 Provide strategic guidance and support to the CEO with regards to the abovementioned.

9. Director: Transformation

In addition to the generic role above, the Transformation Director will be expected to:

9.1 Take the lead in the SAMAC Board activities related to:

- developing new and existing small scale growers;
- assist in developing new transformation initiatives, assess feasibility and support to farmers;
- support to existing commercial farmers with on farm transformation support;
- liaison with various banks, Government Departments, stakeholders and other institutions for joint opportunity ventures;
- identify and implement skills development programmes;
- identify and support Socio-economic initiatives.

9.2 Provide strategic guidance and support to the CEO with regards to the above.

10. Chief Executive Officer (CEO)

- The CEO will be a non-voting member of the SAMAC Board for the duration of employment by SAMAC and will be the only Executive Director.
- The CEO, together with staff and outsourced resources, is responsible for carrying out the day-to-day activities of SAMAC in line with the strategy and policy decided on by the SAMAC Board.
- The CEO will also be the visible and active face of SAMAC in comparison with the Directors of the SAMAC Board who will generally fulfil a less public role.
- The CEO and staff will also be the primary contact point between SAMAC and its' members rather than the Directors of the SAMAC Board.

End