

## Standard Operating Procedure and Policy (“SOP”):

### SAMED COMMITTEES

#### Version 11 of 2019

Date of approval by Board: 15 January 2019

Amended on: 10 January 2019

#### 1. PURPOSE OF THIS SOP

1.1. This SOP establishes –

- 1.1.1. The process for the composition, selection and approval of SAMED Committees to ensure fairness, consistency and alignment with SAMED’s strategic objectives;
- 1.1.2. The general terms and reference for SAMED Committees;
- 1.1.3. The process for establishing specific terms and references, as well as a work programme for each Committee for a 12-month period;
- 1.1.4. All administrative arrangements relating to meetings, minutes and similar arrangements;
- 1.1.5. Setting basic procedural rules for the running of SAMED Committees;
- 1.1.6. Rules for report-backs and mandates from the SAMED Board.

1.2. This SOP is adopted under the Constitution of SAMED.

#### 2. PROCEDURE FOR AMENDMENTS AND APPROVAL OF THIS SOP

- 2.1. This SOP may be amended by the SAMED Board from time to time as is permitted in the SAMED Constitution.
- 2.2. All amendments shall be recorded by the Executive Officer and implemented on a date agreed by the Board.
- 2.3. All amended versions shall have the suffix “Version [number] of [year]” and shall numerically follow the previous version’s number.
- 2.4. Previous versions of the SOP and reasons for changes, shall be archived for 5 years for record-keeping purposes.
- 2.5. All Committee members shall be provided with the latest version of the SOP when becoming a member of a SAMED Committee together with all subsequent amended versions.
- 2.6. The Chairperson of each Committee shall go through this SOP with all Committee members at the first meeting after its adoption or amendment and again annually.
- 2.7. The SAMED Executive Officer will ensure that this SOP is circulated to any new Committee members.

#### 3. STATUS OF THE SOP

- 3.1. This SOP shall be binding on all SAMED members and persons elected, appointed or designated to fulfill duties on behalf of SAMED.
- 3.2. In the case of a conflict between this SOP and the SAMED Constitution, the Constitution will supersede this SOP and the Board shall correct such conflict at the next board meeting after such conflict has come to its attention.

#### 4. FORMATION AND COMPOSITION OF SAMED COMMITTEES

- 4.1. The Board shall review annually and form the Committees it requires to undertake the work to fulfill its strategic objectives. It is recommended that this align with board elections and / or the board strategic planning session.
- 4.2. The number of individuals on each Committee shall be tailored according to the needs of the specific strategic objective allocated to such a Committee, but shall be guided by the following principles:
  - 4.2.1. Committees should not be too large to become unmanageable and ineffective – it is recommended that Committees not be larger than 12 individuals and not smaller than 5 individuals; however the numbers of Committee members will be at the discretion of the Chairperson.
  - 4.2.2. Representation of different types of SAMED member companies, skills and expertise of the specific individual, and how such skills and expertise will enhance the achievement of the specific strategic objective(s);
  - 4.2.3. Chairpersons are urged to ensure that there is racial and gender representation in support of the SAMED transformation policy and Committee objectives;
  - 4.2.4. Chairpersons are urged to appoint individuals who may benefit from the exposure and experience gained by serving on a specific SAMED Committee;
  - 4.2.5. Chairpersons are urged to ensure that their Committees think about succession planning and building new capacity for the association;
  - 4.2.6. External persons acting in an advisory capacity to the Committee shall only attend SAMED Committee meetings by invitation and with the approval of the Chairperson who shall advise the SAMED office of such invitation. This provision shall not be construed as preventing any Committee from inviting any person to address it as an invited speaker or presenter, but said person shall only attend the Committee meeting for the duration of their required expertise;
  - 4.2.7. Committees may, on application to and after approval by the Board, co-opt individuals who are non SAMED members to the Committee on the basis of that particular individual's skills, experience, knowledge or contacts, with a view to assist the Committee in achieving particular Committee objectives.
  - 4.2.8. A committee member shall cease to participate in a committee if he or she –
    - 4.2.8.1. absents him or herself from three consecutive committee meetings without tendering an apology for his or her absence; and/or
    - 4.2.8.2. fails to attend at least 50% of committee meetings, even if having tendered apologies, in any financial year and
    - 4.2.8.3. the Chair, in conjunction with the Vice Chair and SAMED Executive Officer resolves that he/she be removed from the committee
    - 4.2.8.4. In the event that the person happens to be the Chair or Vice Chair in terms of clauses 4.2.8.1 and/or 4.2.8.2 then the Executive Officer will bring this to the Board's attention for actioning.
- 4.3. The Board shall follow the following process in the appointment of Committees:
  - 4.3.1. Aligned with the SAMED strategic plan, a Board decision is made on types of Committees needed
  - 4.3.2. SAMED Ordinary Members, SAMED Association Members (including member companies of Association Members) and SAMED Associate members are invited to nominate individuals who are employed by their company to specific Committees, and who are experienced/skilled and have the time available to contribute to Committee work.
  - 4.3.3. Nominations will be circulated to the entire committee, however the Chairperson and Vice-Chairperson(s) of the specific Committee (refer par 6 on appointment of Committee Chairpersons) will decide on acceptance thereof.
  - 4.3.4. Individuals appointed to Committees must be informed of their appointment at the earliest possible opportunity and their appointment communicated to the SAMED Office, SAMED Board, Committee members and the SAMED members.

- 4.4. Vacancies on SAMED Committees will be filled at the discretion of, and by, the Committee Chairperson and Vice Chairperson.

## **5. MANDATES AND TERMS OF REFERENCE OF COMMITTEES**

- 5.1. Each Committee shall develop a programme of action based on the overarching mandate it receives from the SAMED Board as an outcome of the SAMED Annual Strategic Plan.
- 5.2. Each Committee shall only be empowered to act within the Committee programme and activities as approved by the SAMED Board.
- 5.3. Ad hoc projects may only be embarked upon with Board approval.
- 5.4. Committees shall only have that decision-making power, that is afforded to them by the Board and no Committee's decisions shall bind SAMED or the SAMED Board.
- 5.5. Committees shall investigate matters within the scope of approved work plans, draft position statements, submissions and the like, and shall put such matters to the SAMED Board for approval prior to putting any such recommendations, positions or the like to outside stakeholders.
- 5.6. Committees may, within the scope of approved work plans, meet with healthcare stakeholders, but unless position statements and documents have been approved by the Board, Committees should make clear that their meetings are pursuant to their investigative powers, and that they are unable to commit to anything on behalf of SAMED.
- 5.7. Where SAMED representation is required, only individuals who are members of SAMED Committees and SAMED office staff, together with if deemed necessary, Board members may attend meetings with external stakeholders. Consultants and advisors may only attend with explicit Board or Committee approval and with a clear rationale why such attendance would be necessary. Such representation will be decided upon by the Committee Chairperson.
- 5.8. Committees are empowered to divide work amongst their members, according to the approved work programme, into subcommittees, provided that all subcommittee work is brought back into the full Committee for final consideration.
- 5.9. Committees may request the Board to re-open a matter and provide it with a mandate to take (further) action in investigating a matter.

## **6. CHAIRPERSONS AND VICE-CHAIRPERSONS OF SAMED COMMITTEES**

- 6.1. The Committee(s) will appoint the Chairperson and Vice Chairperson for a tenure of 1 year, provided that no person shall be elected Chairperson or Vice-Chairperson, respectively, for more than four consecutive years. In this regard, the SAMED office will manage the nomination and/or voting process. If a Chair steps down the Vice Chair will assume the role.
- 6.2. Either the Chairperson or Vice-Chairperson must be a board member unless otherwise approved by the Board.
- 6.3. The role of the Chairperson is to set the agenda, oversee the Committee and its work, and ensure feedback and accountability to the Board on Committee progress.
- 6.4. The role of the Vice-Chairperson is to stand in for the Chairperson when the Chairperson is unavailable or unable to fulfil his/her duties and to support the Chairperson with ensuring all administrative and procedural duties are fulfilled.
- 6.5. The Chairperson and Vice-Chairperson shall assist the SAMED Executive Officer /Secretariat in ensuring compliance with all administrative and procedural requirements of the Committee.
- 6.6. The Chairperson shall, with the Executive Officer and in consultation with the SAMED Executive Officer schedule the dates for all the specific Committee meetings for the coming 12 months, and the SAMED Executive Officer shall ensure that there are no conflicts with other Committee meetings, and/or with significant health sector events.

The Chairperson in conjunction with the SAMED Executive Officer shall decide whether an external consultant or advisor may access Committee minutes and/or other documents, bearing in mind the role and function of such an external person in the Committee.

## **7. PROCEDURES, ADMINISTRATION AND COMMUNICATION**

- 7.1. Each Chairperson shall ensure that, in each Committee, a person is made available to take minutes. This person may be a staff member of SAMED, of the Chairperson's member company, or an individual serving on that Committee.
- 7.2. The Chairperson shall set the agenda for each meeting in line with the Committee's approved work plan and the minutes of the previous meeting and cause such agenda to be circulated to the Executive Officer and all Committee members at least one week prior to the meeting. In the event of an impromptu meeting being called, the Chairperson will endeavor to circulate an agenda as quickly as possible prior to the meeting.
- 7.3. Committee members may be invited prior to the sending out of a final agenda to provide agenda items, which fall within the Committee's mandate, to the Chairperson.
- 7.4. Meetings dates and times shall only be rescheduled if both the Chairperson and Vice-Chairperson are unavailable to attend such a meeting.
- 7.5. All Committee members shall be copied in on all matters pertaining to the Committee and its work. Side-bar discussions should be avoided, as it could cause unnecessary conflict within Committees. This provision shall not prohibit the Chairperson, Vice-Chairperson and Executive Officer from discussing how or whether matters are to be proceeded/progressed. In cases of dispute, the SAMED Chairperson shall adjudicate the matter.
- 7.6. Signed attendance registers shall be kept of each Committee meeting. The Chairperson shall cause minutes to be kept using the SAMED template, and ensure that minutes are signed and action items executed.
- 7.7. In general, all Committee documents and information shall be accessible only to Committee members and not circulated further, unless approved by the Board and marked for distribution to the general membership of SAMED. Where the SAMED Executive Officer is unable to attend meetings, s/he must receive all Committee documents for record-keeping in accordance with the SAMED Constitution.

## **8. QUORUMS AND DECISION-MAKING**

- 8.1. At least 50%+1 or 8 individuals (whichever is the lesser) have to be present in a meeting to constitute a quorum. If within five (5) minutes of the fixed time a quorum is not present, the meeting shall stand adjourned to such date and place as the chairperson of the meeting shall decide and written notice of the adjourned meeting shall not be required to be given to committee members. At such an adjourned meeting the committee members present shall be deemed to be a quorum. However, the Chairperson needs to exercise good judgment when it comes deciding on a quorum.
- 8.2. Voting on matters where consensus is not achieved shall be by way of "majority rule". In the case of equality of votes, the Chairperson shall have the casting vote. The majority opinion shall then be furnished to the Board for decision making. Proxies on matters requiring votes are permitted.
- 8.3. It is not permitted to have an alternate person representing an individual appointed to a Committee. Committee members are there in their own right and not as representatives of their respective companies.

## **9. REPORT-BACKS, FEEDBACK AND EVALUATION**

- 9.1. The performance of each Committee shall be tracked at each Board meeting against the SAMED strategic objectives and the approved work plan of each Committee.
- 9.2. Each Committee shall also track its own progress using the standard SAMED templates and/or report forms and, if required, request amendments to its work plan or direction from the Board.
- 9.3. The Chairperson of each Committee shall ensure that the requisite templates and/or reporting forms are completed and circulated to the Board prior to each Board meeting, for interrogation by Board members.
- 9.4. All draft position papers, research outcomes, letters and the likes shall be included as part of the specific Committee's report-back to the Board.

- 9.5. If there are no approvals required or contentious areas that require Board attention, the report of a specific Committee can be noted by the Board.
- 9.6. At the end of each strategy-year, the Board shall evaluate the overall performance of each Committee against the strategic objective and against the Committee's approved work plan. The Board shall give due consideration to special feedback to be provided by each Committee as to their performance, what they predict the challenges in the next 12 months to be, and what they would recommend be included in the subsequent strategic direction of SAMED.

## **10. REMUNERATION, DISBURSEMENTS AND OTHER COSTS**

- 10.1. Reimbursement for services rendered is payable by the Member company whose employee renders services to the Committee, which includes travel, accommodation, parking, meals, photocopies, electronic and mobile communications and any other expense.
- 10.2. SAMED will not provide any advances to cover any costs relating to Committee work as outlined in 10.1.
- 10.3. Consultants and or/Advisors serving as a member of a committee will not be remunerated for Committee or SAMED work. The SAMED Executive Committee will make decisions on exceptions to this rule.
- 10.4. Should an individual represent SAMED at a national event (Parliament, national conferences, national department meetings, international events, etc.), which attendance shall only occur with Board approval, SAMED may, in its discretion, fund the costs associated with such a person's travel and accommodation according to the relevant SAMED Policy prevailing at such time.

## **11. COMMITTEE EXPENDITURE**

- 11.1. Committees must submit their operating budget to the SAMED Executive Officer and Treasurer for the ensuing year by the end of September of each year.
- 11.2. The SAMED Executive Officer and Treasurer will review and may amend Committees' budgets as they see fit.
- 11.3. This budget will be incorporated into the overall SAMED budget which will be submitted for SAMED Board approval by the second last Board meeting of each year.
- 11.4. Subject to such approval, the expenditure may take place within budget at the discretion of the Committee.
- 11.5. The expenditure must however, be approved by the Committee and the Executive Officer and Treasurer.
- 11.6. No other expenditure may be incurred by the Committee.
- 11.7. Should the Committee wish to exceed their budgeted expenditure, Board approval is required prior to such expenditure being approved.

## **COMPLIANCE MATTERS**

- 11.8. Committee activities should align with the overarching scope of the SAMED Constitution, and with due regard to the provisions of King IV, the Companies Act of 2008 and the regulations thereto.
- 11.9. Special care should be taken in relation to Competition Law:
  - 11.9.1 All Committee members must ensure they are familiar with and understand the Competition Law Compliance Guidelines for SAMED and SAMED Members including "Do's and Don'ts" and agree to comply with them.