



**INFORMATION  
REGULATOR  
(SOUTH AFRICA)**

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

## **CHARTER OF ROLES AND RESPONSIBILITIES OF MEMBERS OF THE INFORMATION REGULATOR**

## **1. INTRODUCTION**

The Members of the Information Regulator (Regulator) recognise 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.

The charter deals with its purpose, composition, role of the Members of the regulator, the role of the Chairperson, the role of individual Members, the role of the Chief Executive Officer (CEO), meetings of the Regulator, and the review of the Charter.

## **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, and the Chief Executive Officer of the Regulator.
- 2.2. Meetings, evaluation of the Regulator, its Committees, its Chairperson, and its 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 supporting vote of majority of the members of the Assembly.

3.5. The Members are appointed for a period of five (5) years and are eligible for reappointed 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 standard of corporate governance and respect for the vision, mission, and values of the Regulator.

4.2. Members must act as the focal point for corporate governance by managing their relationship with the administration, and stakeholders of the Regulator along sound and ethical corporate governance principles.

4.3. The Members shall:

4.3.1. act collectively when discharging their duties.

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

- 4.3.3. retain full and effective control over the Regulator, direct and monitor the execution of its mandate;
  - 4.3.4. approve and review the policies of the Regulator and monitor the implementation thereof;
  - 4.3.5. approve the strategic plan and the annual performance plan;
  - 4.3.6. ensure an effective and independent audit committee;
  - 4.3.7. provide oversight on combined assurance framework;
  - 4.3.8. provide oversight over Information Technology governance;
  - 4.3.9. approve the annual report;
  - 4.3.10. approve the annual financial statements;
  - 4.3.11. approve the budget;
  - 4.3.12. 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;
  - 4.3.13. provide oversight on continuous professional education for the organization.
- 4.4. No Member has the authority to act on behalf of the Regulator unless specifically authorised by the Chairperson and / or Members.
- 4.5. Members must respect the decision of the Regulator and act in accordance thereof.

- 4.6. Members must always act in the best interest of the Regulator, act with due care in discharging their duties as Members of the Regulator.
- 4.7. Members must avoid and declare any conflict of interest in accordance with section 45 of POPIA.
- 4.8. Members must declare gifts in terms of Declaration of gifts policy.
- 4.9. Members must approve the use of donations and sponsorships for the Regulator in terms of donations and sponsorships policy.
- 4.10. Members must ensure an orderly succession plan for the position of the CEO in the event of either resignation, removal, retirement, death or disability.
- 4.11. The Members must provide policy direction and support to the Regulator.
- 4.12. The following matters are reserved for approval by Members and shall not be delegated:
- 4.12.1. the organisational structure;
  - 4.12.2. appointment of the CEO;
  - 4.12.3. appointment and secondment of all the Executives, in consultation with the CEO;
  - 4.12.4. approve determinations on the remunerations, allowances, pension, and other employment benefits of the CEO and staff of the Regulator;
  - 4.12.5. approval of remunerative work by the CEO and Executives on recommendation of the CEO;

4.12.6. approval of the use of consultants;

4.12.7. 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) and mandate set out in section 41 (1) (f) of POPIA, the role of the Chairperson includes the following:

- 5.1.1. providing overall leadership and vision of the Regulator, with due regard to the principle of collective leadership and responsibility for the decisions of the Regulator;
- 5.1.2. play an oversight role over the financial responsibilities as provided for in the PFMA and POPIA;
- 5.1.3. direct the fulfilment of the mandate of POPIA and PAIA;
- 5.1.4. provide policy direction, and direct appropriate planning and resourcing;
- 5.1.5. provide direction on building good relations with stakeholders;
- 5.1.6. ensuring the preparation of the agenda of the meeting of the Regulator, in conjunction with the CEO;
- 5.1.7. presiding over the Ordinary meetings, Special Meetings, and Working Sessions;
- 5.1.8. ensuring the compilation of the register of resolution taken by the Regulator;
- 5.1.9. ensuring minutes properly reflect the decisions taken and resolutions adopted by the Regulator;

- 5.1.10. ensuring that the CEO keeps the Chairperson and Members fully informed of important operational matters that affect the Regulator;
  - 5.1.11. promoting constructive and respectful relations between Members, and between Members and the CEO, and CEO and Executives;
  - 5.1.12. ensuring that Members function collectively and individually;
  - 5.1.13. ensure individual performance and participation of Members in meetings;
  - 5.1.14. facilitating the performance evaluation of the Regulator, evaluate the performance of individual Members, who will evaluate the performance of the Chairperson;
  - 5.1.15. in consultation with the Members, evaluate the performance of the CEO;
  - 5.1.16. 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 and acts as the principal spokesperson for the Regulator supported by the Members.
- 5.3. The Chairperson leads on international cooperation work.
- 5.4. The Chairperson is the main point of contact between the Regulator and National Assembly.

## **6. THE ROLE OF THE CHIEF EXECUTIVE OFFICER**

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

- 6.1.1. Setting the tone from the top in providing ethical leadership and creating an ethical environment.
- 6.1.2. Appointment of all staff below the Executive Officers after consultation with the Members.
- 6.1.3. Ensuring that performance management is undertaken in the Regulator.
- 6.1.4. Developing the Strategic Plan and Annual Performance Plan for approval by the Members.
- 6.1.5. Monitoring the performance of the Regulator against its strategic objectives and report to the Members.
- 6.1.6. Ensuring implementation of the combined assurance framework of the Regulator.
- 6.1.7. Ensuring the implementation of policies of the Regulator.
- 6.1.8. Ensuring that the performance goals, objectives, and targets set by the Members are achieved.
- 6.1.9. Providing sufficient and relevant information to the Members to enable the Regulator to function effectively and to discharge its functions.



- 6.1.10. Alerting the Members of all major trends and new developments in the industry.
  - 6.1.11. Acting as an ex officio member of all the Committees of the Regulator except the Enforcement Committee.
  - 6.1.12. Attending all the meetings of the Regulator.
  - 6.1.13. In conjunction with the Chairperson, prepare the agenda for the meetings of the Regulator.
  - 6.1.14. Ensuring that the agenda, the minutes, and all supporting documents for the meeting of the Regulator are circulated to the respective Members.
  - 6.1.15. Ensuring the provision of administrative support to the meeting of the Regulator and the Committees of the Regulator.
  - 6.1.16. Referring all matters that have not been delegated to the CEO to the Members for approval.
  - 6.1.17. Performing other functions that may be delegated by the Members from time to time.
  - 6.1.18. Secondment of staff to the Regulator below senior management, in consultation with Members;
  - 6.1.19. Issue delegations in terms of the PFMA.
  - 6.1.20. Appoint an independent Audit Committee after consultation with the Members.
- 6.2. All Members shall have direct access to the CEO.

## **7. MEETINGS OF THE REGULATOR**

### **7.1. Frequency**

The Regulator will hold its meetings once a quarter for two consecutive days at a venue, date and time agreed upon by the Members. A schedule of meetings shall be provided. Special meetings and Working Sessions may be held at request of the Chairperson or any other Member, and CEO, after consultation with the Chairperson.

### **7.2. Invitees**

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

### **7.3. Notice and Quorum**

7.3.1. The notice of each meeting of the Regulator, with the venue, date, and time, must be circulated to all the Members, the CEO and any other person attending the meeting, at least ten (10) days before the date of the meeting.

7.3.2. The agenda, 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 seven (7) days before the date of the meeting.

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

7.3.4. 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.

7.3.5. Decisions should be taken by consensus where possible.

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

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

#### 7.4. Attendance

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

7.4.2. 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.

7.4.3. 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.

7.4.4. If a Member is absent from three consecutive meetings, the Chairperson shall engage with the Member in connection with the matter.

#### 7.5. Minutes

7.5.1. The office of the Chairperson, 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.

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

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

## **8. COMMITTEES**

8.1 Committees shall be established in accordance with section 49 of POPIA and such committees shall:

8.1.1 submit Terms of Reference for approval by the Ordinary Meeting.

8.1.2 be appropriately constituted.

8.1.3 make recommendations to the Ordinary Meeting.

8.2 The current section 49 and section 50 of POPIA Committees are:

8.2.1 Policy, Governance, and International Cooperation Committee

8.2.2 Education and Communication Committee

8.2.3 Legal, Policy, and Research Committee

8.2.4 Compliance and Monitoring Committee

8.2.5 Complaints and Investigation Committee

8.2.6 Corporate Services Committee

8.2.7 Enforcement Committee

8.3 Enforcement Committee

8.3.1 The Members of the Regulator will sit on the Enforcement Committee on a rotational basis.

8.3.2 In accordance with section 50 (4) (a) a Member who sits on the Enforcement Committee shall not participate in the meeting of the Regulator that is considering the recommendations of the Enforcement Committee.

8.3.3 The Member who provides oversight on an investigation and / or complaint shall not participate in a meeting of the Regulator that will be considering the recommendations of the Enforcement Committee.

## 9. REVIEW

The Charter shall be reviewed by the Members every two years.

## 10. APPROVAL

This Charter of Roles and Responsibilities for Members was adopted by the Members of the Regulator on 13 December 2022.

Signed: *SP. Tlakula.*

**Adv. Pansy Tlakula**

Chairperson: Information Regulator