



**Murray  
& Roberts**



**DELIVERING  
ON OUR  
PROMISE  
OF A NEW  
STRATEGIC  
FUTURE**

OIL & GAS + UNDERGROUND MINING + POWER & WATER



**BOARD  
COMMITTEE  
REPORTS**

**20  
18**



# NOMINATION COMMITTEE

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The nomination committee ensures that the structure, size, composition and effectiveness of the Board and its committees are maintained at levels that are appropriate to the Group's complexity and strategy.

It regularly evaluates the performance of the Board and the directors serving on the Board. The Board is responsible for evaluating the performance of the Group chairman. The committee operates under a terms of reference which was approved by the Board.

## Membership

Disclosed under the Group directorate in the Integrated Report.

## Board & committee appraisal

As the board completed an external effectiveness review of the board in the prior year, it was decided that the committees this year undertake a self-evaluation by means of an effectiveness discussion in a committee meeting. The board received feedback from each committee chairman on these discussions and concluded that all committees are effective.

## Succession

Succession planning, taking into account Group strategy, B-BBEE requirements and future retirements from the Board, has been ongoing. The committee takes cognisance of the importance of institutional knowledge to the Board and the need to balance this with introducing new capacity. Three new directors were appointed during the year.

## Performance and re-election

Ralph Havenstein, Ntombi Langa-Royds, Keith Spence and Henry Laas retire by rotation at the 2018 annual general meeting. The committee reviewed the performance of the retiring directors and recommends their re-election to the Board.

## Independence of non-executive directors

An evaluation of the independence of the non-executive directors was conducted. The Board is satisfied that they are independent in character and judgement.

## Audit committee

The committee considered whether the current members (individually/collectively) of the audit & sustainability committee satisfy the requirements of the Companies Act and King IV. Following this review, it is recommended that the election of the members of the audit & sustainability committee be approved by the shareholders at the annual general meeting. The members of the audit & sustainability committee will serve for a one-year term, concluding at the FY2019 annual general meeting.

More detail on the activities of the committee can be found in the Governance report at [www.murrob.com](http://www.murrob.com)



# SOCIAL & ETHICS COMMITTEE

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The social & ethics committee assists the Board to fulfil its governance responsibilities in relation to the Group's commitment:

- (i) to achieving Zero Harm across all of its business activities,
- (ii) to comply with all applicable laws, rules, codes and standards as a good corporate citizen, and
- (iii) to its employees, shareholders, customers, business partners and society in general as a responsible corporate citizen.

It also monitors the Group's ethical practices.

The committee operates under a terms of reference, approved by the Board, which is reviewed annually and amended as considered necessary to ensure the mandate of the committee remains appropriate and relevant.

## Membership

Disclosed under the Group directorate in the Integrated Report.

## Assessment

The committee evaluated its effectiveness by way of a self-assessment. The committee believes that it functions effectively and has complied with its terms of reference in all material respects.

## Terms of reference

As required by the South African Companies Act, and amongst others, the committee's responsibilities include:

- + Assessing and measuring social and ethics performance with reference to the United Nations Global Compact Principles, the OECD Guidelines for Multinational Enterprises, the JSE Socially Responsible Investment Index, the Broad Based Black Economic Empowerment (B-BBEE) scorecard, and International Labour Organisation protocols;
- + Monitoring the Group's implementation of and compliance with sound principles of governance, including the principles set out in King IV;
- + Ensure development and implementation of the Group's social and ethics strategy and structures; and
- + Determine Group-wide compliance with laws, rules, codes and standards.

## Key focus areas

The committee's key focus areas during the year included:

- + Supporting the Group's diversity and inclusion initiatives.
- + Driving B-BBEE in the Group's South African operations.
- + Promoting the application of the Group Code of Conduct and motivating ethical behaviours.
- + Preventing and combating bribery and corruption.
- + Promoting and monitoring implementation of the Group's worldwide community development plans.

More detail on the activities of the committee can be found in the Sustainability Report at [www.murrob.com](http://www.murrob.com)



# RISK MANAGEMENT COMMITTEE

The risk management committee assists the Board to fulfil its governance responsibilities in terms of the Group Integrated Assurance Framework.

## Membership

Disclosed under the Group directorate in the Integrated Report.

## Assessment

The committee evaluated its effectiveness by way of a self-assessment. The committee believes that it functions effectively and has complied with its terms of reference in all material respects.

## Risk management

The role of the committee is to assist the Board to ensure that:

- + The Group has designed, implemented and monitors an effective policy and plan for risk management, with appropriate organisational structures, processes and systems in place, that together enhance the Group's ability to achieve its strategic objectives;
- + All significant risk exposures are timeously identified by management, and clearly understood by the risk owners, and that mitigation responses are effectively and efficiently implemented to preserve and promote stakeholder value; and
- + The Group's risk management and control systems are adequate and effective, and disclosure regarding risk is comprehensive, timely and relevant.

More detail on the activities of the committee can be found in the Risk Management report at [www.murrob.com](http://www.murrob.com)

# RECORD OF ATTENDANCE

BOARD									
									Special
Meeting date	17/08/23	17/11/30	18/02/28	18/05/11	18/06/08	17/11/02	18/03/26	18/03/29	
<b>NAME OF DIRECTOR</b>									
M Sello	✓	-	-	-	-	-	-	-	-
D Barber	✓	-	-	-	-	-	-	-	-
D Grobler	✓	✓	✓	✓	✓	✓	✓	✓	✓
R Havenstein	✓	✓	✓	✓	✓	✓	✓	✓	✓
S Kana	✓	✓	✓	✓	✓	✓	✓	✓	✓
H Laas	✓	✓	✓	✓	✓	✓	✓	✓	✓
N Langa-Royds	✓	✓	✓	✓	✓	✓	X	✓	✓
A Maditse	✓	✓	✓	✓	✓	✓	✓	✓	✓
E Mashilwane	X	✓	✓	✓	✓	✓	✓	✓	✓
XH Mkhwanazi	✓	✓	✓	✓	✓	✓	✓	✓	✓
D Radley (McCann)	✓	✓	✓	✓	✓	✓	✓	✓	✓
K Spence	✓	✓	✓	✓	✓	✓	✓	✓	✓

AUDIT				RISK				REMUNERATION				
Meeting				Meeting				Meeting				
Meeting date	17/08/22	17/11/29	18/02/27	18/05/10	17/08/22	17/11/29	18/02/27	18/05/10	17/08/21	17/11/28	18/02/26	18/06/07
<b>NAME OF DIRECTOR</b>												
M Sello									✓	-	-	-
D Barber	✓	-	-	-	✓	-	-	-				
D Grobler												
R Havenstein									✓	✓	✓	✓
S Kana	✓	-	-	-	✓	-	-	-	✓	✓	✓	✓
H Laas												
N Langa-Royds					✓	✓	✓	✓	✓	✓	✓	✓
A Maditse									-	✓	✓	✓
E Mashilwane	-	✓	✓	✓	-	✓	✓	✓				
XH Mkhwanazi					✓	X	✓	✓				
D Radley (McCann)	-	✓	✓	✓	-	✓	✓	✓				
K Spence	✓	X	✓	✓	✓	✓	✓	✓				

NOMINATION				HEALTH, SAFETY & ENVIRONMENT				SOCIAL & ETHICS			
Meeting				Meeting				Meeting			
Meeting date	17/08/21	18/02/26		17/08/21	17/11/28	18/02/26	18/09/05	17/08/21	17/11/28	18/09/05	
<b>NAME OF DIRECTOR</b>											
M Sello		✓	-	✓	-	-	-	✓	-	-	
D Barber											
D Grobler											
R Havenstein		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
S Kana		✓	✓								
H Laas				✓	✓	✓	✓				
N Langa-Royds		-	✓					✓	✓	✓	
A Maditse					-	✓	✓	✓	-	✓	✓
E Mashilwane											
XH Mkhwanazi				✓	✓	✓	✓	-	X	✓	
D Radley (McCann)											
K Spence				✓	✓	✓	✓				

- ✓ Present
- X Apologies
- Not a member

The principle of ***Engineered Excellence*** informs all our decision-making and means we will **engineer** or plan everything we do, in such a way that we achieve an outcome of **excellence**.

# ENGINEERED EXCELLENCE

**Murray  
& Roberts**

