



REQUEST FOR PROPOSALS (RFP) TO APPOINT SERVICES OF A COMPANY SECRETARY FOR UNISA ENTERPRISE.

NAME OF THE COMPANY	:	UNISA ENTERPRISE (PTY) LTD
RFP NUMBER	:	COSEC01/06/2020
COMPANY REGISTRATION NUMBER	:	2016/468452/07
DATE ISSUE	:	02 June 2020
CLOSING DATE	:	11 June 2020 @ 16:00
PAYMENT STRUCTURE	:	Retainer fee
DURATION	:	12 Months
SUBMISSION METHOD	:	naledi.kgatla@unisaenterprise.ac.za

and copy:

siphamandla.khumalo@unisaenterprise.ac.za

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1. BACKGROUND

UNISA Enterprise (UE) was strategically established as a third- stream income generator for UNISA. The entity has identified the services of a Company Secretary amongst others as one of the services required to contribute to the effective management of governance processes in the organisation. UE has decided to request company profiles from suitably qualified and registered firms specialising in Company Secretariat and legal matters, for the provision of Company Secretary Services in this regard.

2. SCOPE OF WORK

Interested service providers must submit company profiles in line with the Terms of Reference (TOR) and demonstrate knowledge and experience in the following requirements:

2.1 Manages Board and communication with UNISA Committees

- Develops the Board Annual Work Plan
- Prepare and issue notices of meetings timeously and arranges related logistics such as catering and venue bookings etc
- Prepare the agenda and supporting documents for meetings
- Coordinates the submission of reports to the Board, EXCO and UNISA committees
- Manages requests from the Board
- Ensures actions requested by the Board are undertaken by the responsible executives and reported back to the Board
- Formulates accurate minutes and resolutions
- Communicates the Board and Committee resolutions to relevant parties and prepares action sheets to this effect
- Provides advice to the Board on the Companies Act, Higher Education and Training Act, King IV and corporate governance compliance issues to ensure effective functioning of the Board.

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

- Ensure to review/amend contracts (SLAs, NDAs, MOUs) etc and that documents are stamped prior to circulation to stakeholders; inclusive of business development and sales contractors
- Provide general advice on legal, governance and compliance advice to the team
- Liaise with UNISA legal advisors and internal line managers on legal work required, litigation and other legal processes to advise the company
- Develops and updates a Corporate Governance Policy Framework which includes e.g. Delegation of Authority, Whistleblowing Policy, Fraud Prevention Policy, Code of Conduct for Board and Staff, Board Charter, Committee Terms of Reference, Legislative Compliance Matrix, etc.
- Oversees overall company-wide legislative compliance requirements (Companies Act, Higher Education and Training Act, King IV) and reports on compliance/non-compliance to Board and shareholder as required
- Develops overall company-wide legislative compliance matrix and provides reports to Board and relevant stakeholders/governance structures
- Manages compliance with the Company's Act and Higher Education and Training Act regarding the meeting documentation
- Provides final review/input to amendments to organizational policies and procedures.

2.3 Maintains statutory registers for the Company

- Oversees lodging of the necessary Company forms with the Registrar of Companies e.g. annual returns, change of name/address, resignation of Board members
- Retains and maintains the statutory registers for the company.

2.4 Board Training, Information Sessions and Induction

- Arranges skills training and induction of the Board, Committee and directors where necessary
- Coordinates and provides training to board members on their fiduciary duties, corporate governance and relevant legislation.

2.5 Financial management of board activities

- Manages the budget of the Board and committees continuously in consultation with the Board Chairperson and the CEO
- Manages the budget inclusive of:
 - a) Facilitation of board payments
 - b) Drawing up budget for the Board related expenditure
 - c) Accountable for all board expenses in terms of the approved budget
 - d) Co-ordinating the board's financial planning and budget
 - e) Managing expenditure against the budget
 - f) Allocating the necessary resources appropriately.

2.6 Task Condition

- The appointed service provider must be able to respond to adhoc tasks as and when required.
- Attend weekly status meetings/progress update meetings to report on work done and work in harmony with the executive management team of UE.
- Be available at work for a minimum of three (3) days a week and virtually on other days.

3. MINIMUM REQUIREMENTS

3.1 Qualifications, experience and availability

The following requirements are crucial for the implementation of the work requirements:

- a) Minimum: Relevant 3-year tertiary qualification in governance matters
- b) Degree: LLB
- c) Ideal: Professional Post-Graduate Qualification: Company Secretarial and Governance Practice
- d) Five (5) years board management experience, knowledge and understanding related to the field
- e) Five (5) years' experience in providing legal advisory services
- f) Available: Three (3) times a week and on adhoc directive

3.2 Behavioral Attributes

Good written, verbal communication and presentations

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

4. SPECIAL CONDITIONS

The following Special Conditions of the Contract shall supplement the General Conditions of Contract. Whenever there is a conflict, the provisions herein shall prevail over those in the General Conditions of Contract and SLA entered.

- 4.1 This bid and all contracts emanating there from will be subject to the General Conditions of Contract (GCC). The Special Conditions are supplementary to that of the General Conditions of Contract. Where, however the Special Conditions of Contract conflict with General Conditions of Contract, the Special Conditions of the Contract prevail.
- 4.2 The methodology criteria of the functionality assessment must outline the approach and plan of the proposer and is critical to convince the BID evaluation team on the appreciation of the work required. It will also form as part of the basis for service level agreement content and/or related negotiations.
- 4.3 No service will be rendered without an appointment confirmation or/and official order.
- 4.4 Payment will be based on performance evidence and services delivered satisfactorily.

5. MANDATORY REQUIREMENTS

Mandatory requirements will include the following and must be labelled and submitted in the following order. Failure to comply and submit any one of the documents will disqualify the submission:

- a) **Annexure A1:** Completed and signed UE Supplier Application Form and bank account details from the bank. (www.unisaenterprise.co.za/tenders)
- b) **Annexure A2:** Current and valid original SARS Clearance Certificate / e-filing certificate PIN
- c) **Annexure A3:** Copy of company registration documents indicating list of directors/members from CIPC
- d) **Annexure A4:** Minimum of three recent (not older than five years) contactable references from customers to which the tenderer has provided or is providing services that are substantially similar to the services required. Actual letters from clients on clients' letterheads as signed by same.
- e) **Annexure A5:** Annual Financial Statements. A complete set of Annual Financial Statements including the following:
 - Statement of Comprehensive Income (Income Statement)
 - Statement of Financial Position (Balance Sheet)
 - Statement of Cash flows
 - Statement of Changes in Equity
 - Notes to the Financial Statements
 - Independent Auditor's Report (Letter from an External

No summarized Financial Statements or Extracts of financial statements will be accepted.

- f) **Annexure A6:** CVs, certified copies of relevant qualifications, and certified evidence of professional registration with relevant councils for a manager or Team Leader, and key consultants/professionals.
- g) **Annexure A7:** Detailed profile of the firm and the company's experience with reference as stipulated in the evaluation criteria.

6. CONFIDENTIALITY

- 6.1 This RFP request by UNISA Enterprise contains proprietary and confidential information that is provided to you (interested Service Provider), for your exclusive use in evaluating and preparing your response.
- 6.2 If at any time your company decides not to respond to the RFP, please destroy any copies of the document and confirm your non-participation either in writing or by email.
- 6.3 This document should not be disclosed or distributed to any third party.

7. EVALUATION

The evaluation is based on the technical criteria (Functionality). Only Service Providers who achieve a minimum score of 70 % will be evaluated further, in the next stage. The criteria are set out in the table below:

Evaluation area	Evaluation criteria	Weighting %
Company overview	Overview of the Company, including the following: Corporate profile, the Overall business objectives, strategic plans for growth, and ownership.	10
Presentation	Presentation of the proposal	10
Proposal and execution plan	<p>See section 2: Scope of work.</p> <p><u>Points allocation:</u></p> <ul style="list-style-type: none"> • 50 points - for Excellent (covers all elements above as stated) • 40 points - for very Good (covers some elements above as stated) • 30 points - for Good (covers some elements stated above) • 20 points and below - not acceptable (covers no elements stated above or non-submission). 	40
Experience, qualification and Skills of leading or professional assigned personnel) in relation to the scope of work	<p>In respect of each staff member assigned to the scope of work, Bidders are required to indicate the following:</p> <ul style="list-style-type: none"> • general qualifications; • adequacy of specific field; • knowledge and expertise in the field <p>In support of the above, Bidders are to submit a CV of assigned individual to this project.</p> <p><u>Points allocation:</u></p> <ul style="list-style-type: none"> • 20 points - Excellent (10 years' experience and above) • 15 points - Very Good (7 years' experience and above) • 10 points - Good (5 years' experience and above) • 5 points - Good (3 years' experience and below) 	20
Client references	<p>Please provide five (5) written letters references for third parties of whom related services were provided. Ensure to include the organisation name, address and contact details.</p> <p><u>Points allocation:</u></p> <ul style="list-style-type: none"> • 10 points – five (5) references on company letterhead. • 8 points- Four (4) references on company letterhead. • 5 points – Three (3) references on company letterhead. • 0 points – Less than three references on company letterhead. 	10
Project management	Experience in managing and implementing executive and board matters for both private and public sectors.	10

and method of reporting		
Total		100

Based on B-BBEE contributor level score. Points will be calculated on an 80/20 method as stipulated below:

B-BBEE status Level of Contributor	Number of points (80/20)
1	20
2	18
3	14
4	12
5	8
6	6
7	4
8	2
Non-Compliant Contributor	0

8. STANDARD CONDITIONS:

- a) Only respondents who have been directly invited to respond to this RFP shall be considered.
- b) RFP submissions received after the closing date and time will not be accepted or considered.
- c) No faxed RFP submissions will be accepted or considered.
- d) Service Providers are required to submit well written, formatted and packaged documents in one (1) soft copy email format.
- e) The Service Provider shall pay Unisa Enterprise (Pty) Ltd promptly for all loss, destruction, or damage to the property of Unisa Enterprise (Pty) Ltd caused by the Service Provider's personnel or by any of its subcontractors or anyone else directly or indirectly employed by the Service Provider or any of its subcontractors in the performance of the said project.
- f) An RFP will be disqualified should any attempt be made by the Service Provider either directly or indirectly to canvass the Unisa Enterprise, or any of its officers or employees in respect of the RFP between the date of submission and the date of the awarding.
- g) Any false declaration of information will result in the exclusion of the RFP from any further consideration.
- h) Service Providers are required to, together with their Proposals, submit original and valid BBEE Status Level Verification Certificates/affidavit or certified copies thereof to substantiate their BBEE rating claims. Service Providers who do not submit their BBEE Status Level Verification Certificates/affidavit or certified copies, will not be disqualified from the bidding process, however, they will score zero (0) out of a maximum of 20 points for BBEE.
- i) UNISA Enterprise reserves the right to reject and appoint any Service Provider based on the stipulated requirements.

9. REASONS FOR REJECTION

- a) UE reserves the right to reject submissions that are not according to requirements. Prospective service providers must clearly indicate compliance or non-compliance with requirements.
- b) Prospective service providers shall not contact UE on any matter pertaining to their submission from the time the submissions are closed to the time the tender has been adjudicated. Any effort by a prospective service provider to influence the tender evaluation, tender comparisons or tender award decisions in any matter, may result in rejection of the submission concerned.

- c) UE shall reject a submission if the prospective service provider has committed a proven corrupt or fraudulent act in competing for a particular contract.
- d) UE may disregard any submission if that prospective service provider, or any of its directors:
- e) Have abused the Supply Chain Management (SCM) system of any Government Department/ Institution.
- f) Have committed proven fraud or any other improper conduct in relation to such system.
- g) Have failed to perform on any previous contract and the proof thereof exists.
- h) Is restricted from doing business with the public sector if such a supplier obtained preferences fraudulently or if such supplier failed to perform on a contract based on the specific goals.

10. INTERVIEWS WITH SHORT LISTED BIDDERS

- a) In terms of the bidding evaluation process, short listed bidders may be requested to deliver a presentation of their proposals. This entails the bidder being invited to a venue as determined by UNISA Enterprise or through a suitable communication platform. All costs by the bidder will be for the bidder's account and will not be reimbursed in any way.
- b) Failing to attend a scheduled interview will lead to immediate disqualification.
- c) UE reserves the right to appoint a bidder without conducting interviews.
- d) All short-listed bidders will be subject to a vetting process of which the criteria will be made available at presentation stage.

11. SUBMISSION PROCESS

Submission subject line: **RFP: COSEC01/05/2020** must be emailed to:

naledi.kgatla@unisaenterprise.ac.za and cc Siphamandla.khumalo@unisaenterprise.ac.za **NO LATER THAN 11 June 2020 @16:00 precisely**. Any query relating to the scope of work should be forwarded to naledi.kgatla@unisaenterprise.ac.za. **LATE SUBMISSIONS WILL NOT BE CONSIDERED UNDER ANY CIRCUMSTANCES.**