

## Section 2: Board of Directors

The Board of Directors consists of nine Non-Executive Directors and two Executive Directors. The Non-Executive Directors are Mr. Patrick Corbin (Chairperson), Prof. Aly Karam, Mr. Mphethi Morojele (reappointment), Ms. Maggie Mojapelo (reappointment), Mr. Newton Baloyi, Mr. Oscar Maseko, Mr. Owen Kemp and Ms. Nompumelelo Mpofu. The two Executive Directors are Ms. Helen Botes (Chief Executive Officer) and Mr. Imraan Bhamjee (Chief Financial Officer). Ms. Modi Hlobo was appointed to the Board towards the end of May 2017.

The shareholder, at its Annual General Meeting held on 16 March 2017, retired seven Board members and retained only two, as indicated above. The retired members were Mr. Andile Mabizela (Chairperson), Mr. Floyd Ntombela, Pastor Ceniva Kai, Mr. Moeketsi Rabodila, Mr. Lindani Mabuza (appointed as Independent Audit and Risk Committee member), Prof. Alfred Nevhutanda and Ms. Tshidi Mogale.

The Chairperson and the Chief Executive Officer each have separate roles and their responsibilities are clearly defined. This ensures that their roles are non-conflicting, and that they are visible in their respective roles. The Chairperson has no executive functions.

Board members have a wide range of skills, which include, property development, transport and logistics, financial management, accounting and auditing, architecture, town, urban and regional planning, low-cost housing development, quantity surveying, strategic planning, and community development. All the Directors bring to the Board a wide range of expertise, as well as significant financial, commercial and technical experience and, in the case of the Non-Executive Directors, independent perspectives and judgement. The independence of Non-Executive Directors is assessed annually by the CoJ Group Governance Department prior to appointment or reappointment during the AGM.

The Board retained full control over the company and remains accountable to the CoJ, the sole shareholder, and its stakeholders, the citizens of Johannesburg. A Service Delivery Agreement concluded in accordance with the provisions of the MSA governs the entity's relationship with the CoJ. The Board provides quarterly, biannual and annual reports on its performance and service delivery to the CoJ, as stipulated by the SDA, the MFMA and the MSA.

The Board sets the direction of the JPC through the establishment of strategic objectives and key policies. It monitors the implementation of strategies and policies through a structured approach to reporting, based on agreed performance criteria and defined written delegations to Management for the detailed planning and implementation of such objectives and policies.

Members of the Board have unlimited access to the Company Secretary, who acts as an advisor to the Board and its committees on matters including compliance with company rules and procedures, statutory regulations and best corporate practices. Directors are also entitled to seek independent professional advice concerning the affairs of JPC at the company's expense, should they believe that such a course of action would be in the best interest of JPC. The Board of Directors have adopted the Board Charter, which encapsulates the CoJ Group Policy on Shareholder Governance Protocol.

The Board is responsible for monitoring the activities of executive management in JPC and for ensuring that decisions on material matters are considered. The Board approves all the terms of reference for its different subcommittees, including special committees tasked to deal with specific issues.