FOUR NOMADS

GOVERNANCE

Board Charter

What the Board of Four Nomads is for, what it decides, what it delegates, and how it holds itself to account.

Adopted by the Board of Four Nomads NPC under the **Companies Act 71 of 2008** and the company's Memorandum of Incorporation, having regard to the principles of the King IV Report on Corporate Governance for South Africa, 2016, applied proportionately to an organisation of this size.

ORGANISATION	Four Nomads NPC, a non-profit company incorporated in the Republic of South Africa
REGISTRATION NUMBER	2022/514801/08 (Companies and Intellectual Property Commission)
REGISTERED OFFICE	51 Boabab Street, Newtown, Louis Trichardt, 0920
DOCUMENT REFERENCE	FN-BOARD-01
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1 Purpose and status

Four Nomads NPC is a non-profit company incorporated under the Companies Act 71 of 2008, registration number 2022/514801/08, and an approved Public Benefit Organisation, PBO number 930086019, with Section 18A approval. Its object is the development of young people in under-resourced communities in South Africa, rooted in Limpopo.

This charter sets out how the Board governs. It does not replace the Companies Act or the Memorandum of Incorporation; where it conflicts with either, they prevail. It is deliberately proportionate: Four Nomads is a small organisation, and a charter it cannot actually follow would be worse than none.

2 Composition and the directors

DIRECTORS	Ndivho Ramovha · Risuna Harriot Maluleke · Darrel Landsberg · Kalizya Silungwe, as registered with the CIPC
MINIMUM NUMBER	Three, as required for a non-profit company
CHAIRPERSON	Elected by the Board from among the directors
INFORMATION OFFICER	Ndivho Ramovha — the head of the private body, registered with the Information Regulator under number 2026-068387
DESIGNATED SAFEGUARDING LEAD	Ndivho Ramovha
FINANCIAL YEAR END	February

A director must not be disqualified or ineligible under section 69 of the Companies Act. Before appointment, a prospective director is screened as any person with access to learners would be, and signs the Conflict of Interest declaration, the Confidentiality Undertaking and an acknowledgement of this charter.

2.1 Concentration of roles stated plainly

At the date of this charter one person is a director, the Information Officer and the Designated Safeguarding Lead. That concentration is common in a young organisation and it is also a governance weakness, because it leaves fewer independent checks. The Board records it here rather than leaving it to be discovered, and commits to:

- designating a **deputy Safeguarding Lead** who is not the Information Officer, so that a concern about one can go to the other;
- appointing at least one **independent non-executive director** as the organisation grows;
- ensuring that no single person can authorise and execute a payment alone — see section 5.

3 Duties of a director

Section 76 of the Companies Act requires a director to exercise their powers and perform their functions **in good faith and for a proper purpose**, **in the best interests of the company**, and with the degree of **care, skill and diligence** reasonably expected of a person carrying out those functions and having that director's knowledge and experience. Section 77 makes a director personally liable for loss arising from a breach.

In practice each director must:

- prepare for meetings and attend them;
- act in the interests of Four Nomads and its beneficiaries, not of the person or organisation that introduced them;
- declare conflicts under section 75 and the Conflict of Interest Policy, and withdraw where required;
- keep the company's confidences and not use its information for personal gain;
- not profit from the position beyond approved reimbursement of expenses;
- ask the awkward question — a board that never disagrees is not governing;
- disclose anything that would affect their eligibility or their suitability to work with children.

Directors of Four Nomads serve without remuneration for their service as directors. Reasonable out-of-pocket expenses, properly supported, are reimbursed. Any payment to a director for services rendered in another capacity is a related-party transaction and goes through section 4.1 of the Conflict of Interest Policy in full.

4 What the Board does

4.1 Reserved to the Board

These may not be delegated:

- the strategy, the annual plan and the budget;
- approval of the annual financial statements and appointment of the auditors or independent reviewer;
- any new programme, new geography or material change of direction;
- acceptance of a donation above R100 000, or any donation requiring Board decision under the Gift and Donation Acceptance Policy;
- any contract or commitment above R100 000, and any related-party transaction of any size;
- opening or closing a bank account, and the mandate on it;
- borrowing of any kind, and any encumbrance of an asset;
- the appointment, remuneration and removal of senior staff;
- adoption of and material change to any policy in the governance pack;
- the designation of the Information Officer and the Designated Safeguarding Lead;
- the response to any serious safeguarding matter, enforcement notice or litigation;
- anything that could affect the PBO approval or Section 18A status.

4.2 Delegated to management

Day-to-day operations, programme delivery, procurement and commitments within the approved budget and below the thresholds above, staff supervision, and routine communications. Delegation does not transfer accountability: the Board remains answerable for everything done in Four Nomads' name.

5 Money

Four Nomads holds funds given by others for the benefit of children. The Board's financial duty is accordingly stricter than the law's minimum.

- **Two people on every payment.** No single individual may both authorise and execute a payment. All bank accounts require dual authorisation, without exception and without an informal practice to the contrary.
- **Designated funds are ring-fenced** and applied only to the purpose for which they were given, and reported on to the funder.
- **The management fee is capped at 15%** of funds received, with at least 85% going to learner-facing support. This is the ceiling the B-BBEE Codes of Good Practice place on an implementing intermediary, and it is the figure Four Nomads quotes to every funder. The Board monitors it at every meeting and explains any breach in the annual report.
- **Three quotations** for any procurement above R20 000, and in every case involving a related party whatever the value.
- **Management accounts** at every ordinary meeting, with income, expenditure, cash position and the position against budget.
- **Annual financial statements** prepared within six months of the year end, independently reviewed or audited, approved by the Board, and made available to funders on request.
- **No loans** to directors, employees or related parties.
- **Reserves.** The Board sets and reviews a target for unrestricted reserves, expressed as months of operating cost, and records the figure in the minutes.

6 Meetings

ORDINARY MEETINGS	At least four a year, approximately quarterly
SPECIAL MEETINGS	On the call of the Chairperson or any two directors
NOTICE	At least 7 days for an ordinary meeting, with the agenda and papers
QUORUM	A majority of the directors in office
DECISIONS	By consensus wherever possible; otherwise by majority of those present and entitled to vote
ATTENDANCE	In person or by electronic communication, as the Companies Act permits
ROUND-ROBIN	A written resolution signed by a majority of directors is valid, but is not used for a matter reserved under section 4.1 unless the Board has first discussed it
MINUTES	Kept for every meeting, circulated within 14 days, approved at the next meeting, and retained for 7 years

6.1 The standing agenda

1. Attendance and apologies
2. **Declarations of interest**
3. Minutes of the previous meeting, and matters arising
4. **Safeguarding report** — concerns raised, how handled, anything outstanding
5. Programme report, against plan
6. Financial report — management accounts, cash, administration ratio, designated funds
7. Fundraising and funder relationships
8. **Compliance** — PAIA and POPIA requests, security incidents, statutory deadlines, registers
9. Risk register review
10. Decisions reserved to the Board
11. Any other business

Safeguarding and compliance are fixed items, before any other business, precisely because they are the items a busy board defers. If there is nothing to report, the minute records that there was nothing to report.

7 Risk, compliance and the annual calendar

The Board maintains a **risk register** — what could go seriously wrong, how likely, how damaging, what we do about it, and who owns it. At minimum it covers safeguarding, funding concentration, loss of PBO or Section 18A status, a personal information breach, key-person dependency, and the failure of a partner school relationship. It is reviewed at every ordinary meeting.

WHEN	WHAT MUST HAPPEN
By 28/29 February	Financial year end. Annual Declarations of Interest completed. Records disposal round.
By 30 June	**PAIA annual report to the Information Regulator section 83(4)**, through the eServices Portal.
Within 6 months of year end	Annual financial statements prepared and approved.
Annually, on the anniversary of registration	CIPC annual return.
Annually	SARS PBO return. Review of every policy in the governance pack. Safeguarding refresher training. Information security verification under section 19(2)(c) of POPIA. Access review. Backup restore test.
Every three years	Re-screening of everyone working with learners.

8 Evaluation, induction and review

Once a year the Board assesses its own performance — honestly, and in writing — against this charter: did it meet, were the papers good enough, were the reserved matters actually decided by the Board, were conflicts properly handled, did it hold management to account, and does it have the mix of skills the organisation needs. The assessment is minuted together with what will change.

A new director receives an induction covering this charter, the Memorandum of Incorporation, the latest financial statements, the governance pack, the programme model, and a briefing on safeguarding and on POPIA.

This charter is reviewed annually, and amended only by resolution of the Board.

9 Document control and approval

VERSION	DATE	AUTHOR	CHANGE
1.0	October 2026	Information Officer	First issue.

OWNER	The Board of Directors, Four Nomads NPC
APPROVED BY	The Board of Directors of Four Nomads NPC
BOARD RESOLUTION DATE	12 September 2026
NEXT REVIEW	October 2027
APPLIES TO	The Board of Directors of Four Nomads NPC and any committee or delegate of the Board
RELATED DOCUMENTS	FN-COI-01 Conflict of Interest Policy · FN-GIFTS-01 Gift and Donation Acceptance Policy · FN-WHISTLE-01 Whistleblower Policy · FN-SAFE-01 Child Safeguarding and Protection Policy

Darrel Landsberg

CHAIRPERSON OF THE BOARD
Darrel Landsberg

FOR THE BOARD OF DIRECTORS
Ndivho Ramovha (Vice-Chairperson)

12/10/2026

DATE

Four Nomads NPC · Registration No. 2022/514801/08 · PBO No. 930086019 · Section 18A approved
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This document states the position as at the date of issue. It is an internal governance and compliance document prepared for Four Nomads NPC and is not legal advice to any other person. Where it conflicts with legislation, the legislation governs.