



Group Finance Central Finance Operations

Payment History Requisition Report

Requester:

Date: 08 November 2016

Name and Surname:

Designation:

Vendor Name:	Incentive Driven Marketing Pty Ltd
Vendor No:	12254
Airport:	Corporate
Period:	Since Inception - 08 November 2016
Cost Centre:	

Central Finance Operations:

Payment Period:	Since Inception - 08 November 2016
Amount:	6,840,000.00

Preparer	Name and Surname: Rivonia Ngwenya	
	Date: 08 /11/ 2016	Signature:
Approval by Reviewer	Name and Surname: <i>Gail Wilson</i>	
	Date:	Signature:
Approval by Authoriser	Name and Surname: Riaan Hamid	
	Date: 08 /11/ 2016	Signature:

ACSA

Supplier Payment History Report

Report Date: 08-NOV-2016 16:42
Page: 1

Supplier Type: All
Payment Start Date:
Payment End Date:

Supplier: INCENTIVE DRIVEN MARKETING (PTY) LTD
Number: 12254

Site: VORNA VALLEY
Address: PO BOX 11426, VORNA VALLEY, GP, 1486

Account Name	Payment Number	Payment Date	Payment Currency	Payment Amount	Functional Amount	Void Date
ACSA SBSA SS	2489F	15-SEP-16	ZAR	2,280,000.00	2,280,000.00	
Invoice Number		Invoice Date	Invoice Currency	Invoice Amount	Amount Paid	
105		13-SEP-16	ZAR	2,280,000.00	2,280,000.00	
ACSA SBSA SS	25202	30-SEP-16	ZAR	1,260,000.00	2,280,000.00	
Invoice Number		Invoice Date	Invoice Currency	Invoice Amount	Amount Paid	
106		22-SEP-16	ZAR	2,280,000.00	2,280,000.00	
ACSA SBSA SS	2612F	31-OCT-16	ZAR	2,280,000.00	2,280,000.00	
Invoice Number		Invoice Date	Invoice Currency	Invoice Amount	Amount Paid	
107		26-OCT-16	ZAR	2,280,000.00	2,280,000.00	
Site Total:				6,840,000.00		
Supplier Total:				6,840,000.00		
Report Total:				6,840,000.00		

*** End of Report ***

Tax Invoice

Incentive Driven Marketing (Pty) Ltd

P O Box 11426
Vorna Valley
1686

Company VAT No.:	Tax Date	Invoice No.
4780274744	22/09/2016	106

Invoice To

Airports Company South Africa SOC Limited
Corporate Office, The Maples,
Riverwoods, 24 Johnston Road,
Bedfordview, Gauteng,
South Africa, 2008

Description	Amount
For Specialist Crisis Services provided by IDMI to ACSA Payment due - as per Contract 30th September, 2016	2,000,000.00
VAT - 14% on Standard Sales	280,000.00

Total R2,280,000.00

Customer VAT No: 4930108393

Bank Details:

Bank: First National Bank
Bank Account No.: 62387183719
Branch Code: 250655
Branch: Wierda Road, Sandton

MEMORANDUM

To: ACSA Board of Directors
From: Bonginkosi Mfusi (Group Legal Counsel)
Date: 25 January 2017
Subject: APPOINTMENT STATUS OF RANAMANE MOKALANE ATTORNEYS

Dear Members of ACSA Board of Directors,

As per your request of 24 January 2017 regarding the appointment status of Ranamane Mokalane attorneys ("Ranamane attorneys"), please see below the required status report:

1. Ranamane attorneys was appointed by the ACSA CEO on or about 27 June 2016 to provide legal services for and on behalf of ACSA.
2. The appointment of Ranamane attorneys by the ACSA CEO was irregular in terms of the ACSA Supply Chain Management Policy and the ACSA Supply Chain Management Procedure ("Procurement Policy and Procedure") read with the ACSA Delegation Authority, as they were and are still not part of the approved ACSA panel of attorneys.
3. The ACSA Procurement Policy and Procedure is required and approved in terms of section 51(1)(a)(iii) of the PFMA read with section 217 of the Constitution and the PPPFA (Act No. 5 of 2000).
4. To deal with the irregular appointment of Ranamane attorneys, the ACSA CEO applied for a condonation/ratification on or about 17 August 2017 to the ACSA NBAC (National Bid Adjudication Committee) in respect of two TTE matters on ORTIA surface maintenance and ORTIA gym lease. The application for condition/ratification is attached for your ease of reference.
5. Per the afore-stated application for condonation/ratification, this was an application solely for legal services rendered by Ranamane attorneys on 27 June 2016, and any other legal services required beyond 17 August 2016 were stated in the said application to be performed by the appointed and approved panel of attorneys.
6. The afore-referred condonation/ratification application indicated that the application is for an estimated total figure of approximately R2.5m.
7. In a letter dated 15 September 2016 the ACSA CEO further appointed Ranamane attorneys to review all current litigation and provide advice on such litigation. This further appointment letter and confirmation letter from Ranamane attorneys are attached for your ease of reference.



AIRPORTS COMPANY
SOUTH AFRICA

8. I cannot comment on and/or do not have any record nor am I aware of any NBAC or Board approval for the further appointment of Ranamane attorneys beyond 27 June 2016 and/or for 15 September 2016.
9. During November 2016, it came to my attention that Mr Ranamane was on 27 October 2016 struck by the High Court from the roll of practising attorneys. See below the case reference for Mr Ranamane's matter and the court decision notes that it has been pending since 2012. Law Society of the Northern Provinces v Ranamane and Others (17748/13; 63772/11) [2016] ZAGPPHC 924 (27 October 2016) <http://www.saflii.org/za/cases/ZAGPPHC/2016/924.html>
10. The ACSA CEO was appraised of the High Court having struck from the roll of practising attorneys Mr Ranamane, and because of such, on 12 December 2016, Mr Ranamane confirmed such and indicated that he had filed an appeal against the High Court judgment. The appeal is stamped to have been served on 17 November 2016.
11. The latest legal report on legal matters that I received from Ranamane attorneys is dated 20 December 2016. In early January 2017 I made numerous telephone calls to their landline and the response that I received was that the telephone numbers are no longer in use. I also sent them an email on 13 January 2017 to request a legal update on matters that they were still handling as per the instruction from the ACSA CEO, and to date I have not received any legal update other than the legal update of 20 December 2016. During the week of the 13th January 2017 I also called Mr Ranamane on his mobile numbers and he confirmed that a legal report will be sent to me but to date I have not received such a report.
12. As of the date of this Memo, Ranamane attorneys have been paid R6.2m (rounded-off) by ACSA. Such payments to Ranamane attorneys has been made through Mr Peter Maphepha Maake and our Finance Department would have knowledge of how it happened that they were paid through Mr Maake. The statement of account is attached for your ease of reference.

I trust that the above is in order with you.

Kind regards


Bonginkos Mfusi
Group Legal Counsel

Tel +27 11 723 1400 Fax +27 11 453 9354
The Maples, Riverwoods, 24 Johnson Road,
Bedfordview, Gauteng, South Africa, 2008
P O Box 75480, Gardenview,
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www.airports.co.za

Airports Company South Africa SOC Ltd
Reg No 1993/004149/30 VAT No 4930136393



AIRPORTS COMPANY
SOUTH AFRICA

*sent to CEO as Board Report on 15/08/2016
August 15th 2016*
EXECUTIVE SUMMARY

CONDONATION/RATIFICATION REPORT

NATIONAL BID ABDJUDICATION COMMITTEE

DATE: 15 AUGUST 2016

NAME OF REQUESTOR: CHIEF EXECUTIVE OFFICER

NAME OF BUSINESS UNIT: OFFICE OF THE CEO

CONTRACT/PURCHASE ORDER NUMBER: TBD

1. RESOLUTION REQUIRED

To seek ratification for the appointment of RANAMANE MOKALANE INC. utilising the emergency procurement process.

2. REASONS WHY THE SUPPLY CHAIN PROCESS WAS NOT FOLLOWED

ACSA found itself in an untenable position at the end of June wherein it was urgently in need of external legal services on the day before a court case. On this basis it instructed Ranamane Mokalane Inc. to act on its behalf in an urgent application involving an application for committal to jail of the executive committee of ACSA including individual board members of ACSA. This appointment was urgently sought the night before the date of trial, wherein it was established that the advice and strategy of the previous acting attorneys was potential flawed against the best interest of ACSA. Similarly the CEO had to urgently seek for potential alternative remedies for the court case which was to sit on an urgent basis. The emergency processes was therefore followed due to the urgency of the matter set in court and given the circumstances the night before the court case, it was not feasible to engage into a fully - fledged SCM process of requesting a minimum of three quotes or using the panel process. It was therefore prudent to proceed to proceed with the court case and implement the emergency procurement procedure given that there was an increasingly high risk for both the CEO and the organization in the form of:

- Reputational harm;
- Financial losses;
- Legal consequences; and
- Interruption of essential or business services (given the potential clash for surface maintenance with the current incumbent who was already on site)



Ranamane Mokalane Inc. was recommended (on the night before the court appearance) as having previous experience within the Transport entities and was then approached for guidance and assistance. At the onset, we were of the opinion that Ranamane Mokalane Inc were indeed on the ACSA Legal Services Panel but this was not the case as confirmed by the Legal Division on the morning of the court case.

3. PERIOD FOR WHICH CONDONATION/RATIFICATION IS REQUESTED

The service was rendered from 27 June 2016 to 27 June 2017 (this is an estimate time frame which is entirely dependent on the legal proceedings which will transpire from the cases).

4. SCOPE OF WORK OR SERVICE RENDERED DURING THE ABOVE PERIOD

Ranamane Mokalane Inc is representing ACSA in the 2 matters brought by Tswelokgotso Trading Enterprise CC (TTE) namely:

- Litigation in the OR Tambo International Airport surface maintenance matter
- A spoliation application relating to the Gym Lease

Ranamane Mokalane Inc. has been further instructed to review the court papers and advise ACSA on available legal remedies it has and investigate as to how ACSA found itself in this legal quandary.

5. FINANCIAL IMPLICATIONS

There are no additional financial implications outside of those that ACSA would have ordinarily incurred in the normal cause of dealing with the litigation.

COST CENTRE	640840
PROJECT NUMBR	
GL ACCOUNT NUMBER	311120

To date the first invoice received is approximately for R180,000 however this is for the initial work and there will be further invoices to follow that will include the detailed work on the responding affidavits and the work of all the Advocates. The estimated total figure is approximately R2.5 million.

6. SPECIFIC ACTIONS/PLANS PUT INTO PLACE TO PREVENT FUTURE RE- OCCURENCE

There will need to be a risk review of all litigation that we are currently faced with, the legal approach, etc. to ensure that the organization ensures full mitigation against such precarious positions. The current scope as set in out in 4 above and any additional legal work outside of the specific cases would be bound to the panel of legal attorneys.



7. RECOMMENDATION

It is recommended that the committee ratify this emergency procurement and appointment of Ranamane Makalane Inc. carried out by the CEO from the Legal Division for legal services rendered during the period 27 June 2016 to date TBC.

B. Ka
Requested by:
Name: Bogani Maseko
Designation C.E.O.

27 Aug 2016
Date

Approved by:
Name:
Designation:

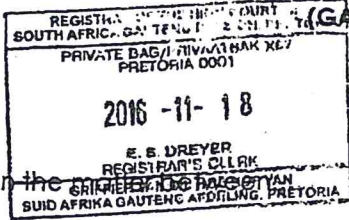
Date

Condoned/ Ratified by:
Name:
Designation:

Date

IN THE HIGH COURT OF SOUTH AFRICA
(GAUTENG DIVISION, PRETORIA)

*File
Judgment*



Case NO: 63772/2011&17748/2011

PAUL MODIKENG RANAMANE

APPLICANT

And

THE LAW SOCIETY OF THE NORTHERN
PROVINCES

RESPONDENT

In re:

THE LAW SOCIETY OF THE NORTHERN
PROVINCES

APPLICANT

PAUL MODIKENG RANAMANE
RANAMANE PHUNGO INCORPORATED
LAVHELESANI LIMON PHUNGO
PHUNGO INCORPORATED

FIRST RESPONDENT
SECOND RESPONDENT
THIRD RESPONDENT
FOURTH RESPONDENT

NOTICE OF APPLICATION FOR LEAVE TO APPEAL:
POSTPONEMENT REFUSAL ORDER

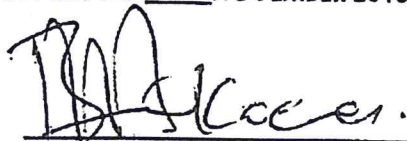
KINDLY TAKE NOTICE THAT Paul Modikeng Ranamane ("herein referred to as the Applicant") hereby gives notice of his intention to make an application to this Honourable Court, on a date and time to be arranged by the Registrar of the above Court, for leave to appeal to the Supreme Court of Appeal of South Africa ("SCA") against the whole judgment and order of the Honorable Justice A.C. Basson and Honorable Justice Senyati ("the Court") delivered on Thursday, 27th October 2016, on the following grounds of fact and/or law:-

1. The Court erred:-
 - 1.1 In refusing leave to the Applicant to file material affidavits which would have shown among others:-
 - 1.1.1 The Client's whose funds were alleged to have been misappropriated had granted permission for the funds to be transferred from the trust account to the business account.
 - 1.1.2 That then 3rd Respondent had lied under oath when he alleged that the bookkeeper resigned.
 2. The failure to grant to the Applicant leave to introduce this material evidence resulted in:-
 - 2.1 a breach of the Applicant's right in Section 34 of the Constitution of Republic of South Africa, 1996 to a fair hearing, which right includes the right to be heard fully before any adverse order is made.
 - 2.2 breaches the Applicant's right to practice his profession because he was not permitted an opportunity to show that the charge that he misappropriated trust funds was without substance because the Client had consented to funds being transferred from the trust account to the business account.
 3. The Court erred and/or misdirected itself in imposing a harsher sentence than that meted out to the Third Respondent in circumstances where they are jointly and severally liable.
 4. The Court erred in failing to take into account the Applicant's personal circumstances.
 5. The Court erred in failing to consider suspension from practice as an alternative sanction.
 6. The Court erred in treating the Applicant and Third Respondent differently.
-

7. In the circumstances, the Court also erred and/or misdirected itself in making an order of costs against the Applicant in respect of the postponement application, and has not objectively and judicially exercised its discretion. Another Court, properly directing itself on the facts, evidence and the law, would not have granted a cost order against the Applicant.
8. Accordingly, the Applicant has reasonable prospects of success on appealing the Court's judgment or order refusing the Applicant a postponement and that another Court may come to a different conclusion, having regard to the provisions of Section 17(1)(a) and (4) of the Superior Courts Act, No. 10 of 2013.
9. In the premises, may it please the Honourable Court to grant the Applicant leave to appeal to the Full Bench of the Gauteng Division, Pretoria, alternatively to the SCA and that the costs of this application be costs in the appeal.

BE PLEASED TO TAKE NOTICE THAT the Applicant reserves its right to supplement and/or amend its grounds for leave to appeal, as the case may be, once the Court's written reasons and/or transcripts of the record of the proceedings would have been provided by the Court.

DATED AND SIGNED AT PRETORIA ON THIS THE 16th NOVEMBER 2016.



M.B. MOKOENA ATTORNEYS
FIRST & SECOND RESPONDENT ATTORNEYS
190 ANDRIES STREET
BANK TOWERS
SUITE 623-624
PRETORIA
TEL: (012) 323 6317
FAX: (012) 323 6316
REF: CIV49/16/MB-RANAMANE

TO : THE REGISTRAR OF THE ABOVE
HONOURABLE COURT

AND TO : **ROOTH & WESSÉLS INC**
ATTORNEYS FOR THE APPLICANT
2ND FLOOR WALKER CREEK 2
WALKER CREEK OFFICER PARK
90 FLORENCE RIBEIRO STREET
MUCKLENEUK
PRETORIA
TEL: (012) 452 4066
FAX: (086) 527 7040
Email: elrinas@roothwessels.co.za
REF: A Bloem/es/B30264

ROOTH WESSÉLS
P.O. Box 2206
Brooklyn Square
0071
Tel: (012) 452 4000

Received Copy hereof on this
17 day of November 2016
Signed by: [Signature]
Time: 15:14

AND TO : **HOGAN LOVELLS**
ATTORNEYS FOR THE THIRD & FOURTH RESPONDENTS
C/O MATABANE ATTORNEYS
ROOM 317, 3RD FLOOR
SAVELKOUS BUILDING
CNR PAUL KRUGER & PRETORIUS STREET
PRETORIA
REF: SJ THEMA

Received Copy hereof on this
17 day of November 2016
Signed by: [Signature]
Time: _____

[Handwritten signature and date: 17/11/16]

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AIRPORTS COMPANY
SOUTH AFRICA

Airports Company South Africa SOC Ltd Reg No 1993/004129/30 VAT No 4930128393
Board of Directors: DS Macwanja (Chairman), R Morar (Deputy Chairman), *BA Maseko (Chief Executive Officer),
*MM Manyama (Chief Financial Officer), M Lamola, B Luthuli, C Mabude, MK Matlou, MS Mabele, S Simejane,
D Botha, MK Moroka, N Kekana (Company Secretary)

* Executive Directors

15 September 2016

Mr Paul Ranamane
Ranamane Mokalane Inc
Randburg

Dear Sir

RE: LETTER OF APPOINTMENT

Thank you for making time to meet with me regarding an update on our matters.

In our discussions we explored the challenges that ACSA is having in relation to management of it's legal matters and more importantly what stems from various board decisions it became apparent that I should implement board resolutions in this regard.

One of the fundamental issues is how your firm can review all current litigation and advise us whether there is need to settle some of the matters or not and there is value for money spent.

In the premises I hereby appoint you to attend to review these matters, and where necessary develop an opinion on whether ACSA should settle or not settle these matters.

You will liaise with Mr. Bonginkosi Mfusi, our legal Head, in dealing with these matters.

Kindly confirm your acceptance of the instructions in writing.

Kind Regards

Bongani Maseko

Chief Executive Officer

2 February 2017

By Email: Nosisa.Kekana@airports.co.za

Airports Company South Africa
Nosisa Kekana

NORTON ROSE FULBRIGHT

Norton Rose Fulbright South Africa Inc
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Direct fax +27 11 301 3311
PO Box 784903 Sandton 2146
Docex 215 Johannesburg
nortonrosefulbright.com

Direct line
+27 11 685 8643

Email
joe.mothibi@nortonrosefulbright.com

Your reference Our reference
 APS382

Dear Sirs

Suspensions and disciplinary process: Senior executives

- 1 In preparation for the board meeting scheduled for today I attach:
- 2 Notices to attend disciplinary hearings for each of the four employees.
- 3 Annexures A setting out the allegations of misconduct against each of them. In this regard I confirm that we relied entirely on the work done by Adv Memani and Dr V S Mncube Consulting (DRVS) being the investigating team. As discussed at yesterday's meeting, I confirm that we were instructed to finalise the charges in the interim so as to comply with the company's desire to issue charges without delay. We have however reserved the company's right to amend the charges on reasonable notice to the individual employees. I have discussed the latter approach with Adv Phillip Mokoena SC, who is available, subject to your instructions, to assist us with the initiation of the hearing. He is happy with this approach. We will in the near future schedule a meeting with him (assuming that we are instructed to brief him) and DRVS to go through the forensic report and the draft charges with a view to amending them if necessary. I also confirm that the charges were prepared in the presence of representatives of ACSA(Mr Mfusi) and DRVS(Dr Mncube and Mr Mashilo) and that we made contact with Adv Maake to assist us with an additional charge in respect of the CEO but he could unfortunately not do so at that stage as he was in court. He undertook to send the draft additional charge to Dr Mncube either sometime this evening alternatively tomorrow morning. I have taken the liberty of copying Dr Mncube.
- 4 Notices extending the suspensions of Messrs Khambule *et al*. The extensions are in our view necessary in the light of the fact that the employees' current suspensions expire on Friday 3 February. The latter is clear from paragraph 3 of their letters of suspension which states: "You will be suspended from all of your duties with the company with full benefits with effect from 7 November to 3 February 2017". It is apparent that absent an extension, that the employees would be entitled to be back at work on Monday 6 February.
- 5 It is our considered view that the employees should remain on suspension pending the finalisation of the disciplinary process as their presence at work during such a time might make potential witnesses

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Norton Rose Fulbright South Africa Inc (Reg No 1984/003385/21) Directors: SHW Gule (chairman) D Dinnis (managing director) K Ainslie MH Alexander S Anthony LA Astfalck SH Bamett HI Bissel BSS Bokanyo BE Botha GG Bouwer PA Brscher AJ Chappel M Chevoos SL Chemaly C Costas KR Cron MD Dale V David BM Denny AGS Dixon L Fine RS Forgan BB Harber MJ Hart MC Hartwell RB Isaacs HJ Janse van Rensburg J Jones E Jorjaan GCB Kabhe DS Kapelus ZS Kathrada AP Keller SJ Kennedy-Good SS Khoza L Kok JM Kron M Kubeka HY Laher IS Laher REF Lake WP Le Roux RDE Lomax LN Louw LL Magagula HL Manson EJ McCaul DL McConnell K Mengel JE Midlane RA Moosa AA Moolenaar LM Morwe JRM Motzoi PH Niehaus HC Nieuwoudt FR Nieuwoudt GA Nott L Oberholzer MJ Osborn AD Parsons M Philippides DR Pillay CJ Pretorius GM Rademeyer L Rech D Reddy V Reddy APM Robinson CD Rodrigues Y Rungasammy AP Sathase A Singh S Sihole AK Strachan DS Tatham CK Theodosiou M van der Westhuizen JG van Dijk C van Vuuren C Venter AP Vos JJ Wagener AP Welsted JJ Whyte LE Williams C Woolley

Consultant: MS Ash JNR Caldwell PM Chronis MR Gibson AP Williams

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such as Ms Yvonne Mangoenyane reluctant to testify. It goes without saying that their presence at work will also give them an opportunity to unduly influence potential witnesses.

6 The above view has equal application to the CEO's continued presence at work in circumstances where serious allegations will now be put to him, some of which are the same or similar to the ones faced by Khambule *et al* (who are junior to him). Whilst there may have been merit in the company's decision not to suspend him when it suspended Khambule and others, such inconsistent treatment will be hard to defend in circumstances where he faces allegations as serious as the ones faced by his subordinates. The company should not lose sight of the fact that Khambule *et al* have already challenged the fairness of their current suspension. To extend their suspensions on the basis that they face serious charges and might interfere with witnesses, and not to do the same to CEO who is senior to them, would leave the company open to accusations of inconsistency and favouritism - a tag it can ill afford. Our recommendation therefore is that the CEO should also be suspended.

7 We attach scripts to be used as aide memoires in your discussions with the CEO and executives placing him on suspension and extending their suspensions, respectively. Our recommendation is that the suspensions must happen on Friday when they are all issued with their disciplinary notices. Some form of pre-suspension hearing (oral) must be held. You will see from the scripts that we do not envisage any written representations, as oral representations, which must be considered will suffice and such a proposed course of action is legally sound and is defensible.

8 In summary therefore, the following documents are attached:

- 8.1 Pre-suspension script: Maseko;
- 8.2 Pre-suspension script for 3 employees already on suspension (Machobane, Sithole and Khambule);
- 8.3 Notice to attend a disciplinary enquiry: Maseko;
- 8.4 Notice to attend a disciplinary enquiry: Khambule;
- 8.5 Notice to attend a disciplinary enquiry: Sithole;
- 8.6 Notice to attend a disciplinary enquiry: Machobane;
- 8.7 Letter of suspension: Maseko;
- 8.8 Letter of suspension: Machobane;
- 8.9 Letter of suspension: Sithole;
- 8.10 Letter of suspension: Khambule;
- 8.11 "Annexure A" charge sheet: Maseko;
- 8.12 "Annexure A" charge sheet: Khambule;
- 8.13 "Annexure A" charge sheet: Sithole; and
- 8.14 "Annexure A" charge sheet: Machobane.

9 I confirm that we have, made telephonic contact with **Adv Thami Ncongwane SC of the Pretoria Bar**, to enquire as whether he would be available to chair the hearing. He has reverted to us to inform us that **his first available date is any day of the week commencing 6 March 2017**. Please provide us with your instructions on whether we may brief him to chair the hearing on your behalf. In the meantime please review the attached documents and provide with your comments/questions for clarification if any. I confirm that the writer has, as instructed, made himself available to attend the Board meeting scheduled for tomorrow at 14H30 and at ORTIA,

2 February 2017

NORTON ROSE FULBRIGHT

Intercontinental where he will be on standby to deal with any matters that may arise during the Board's deliberations.

Yours faithfully


Joe Mothibi
Director
Norton Rose Fulbright South Africa Inc

CC Bonginkosi Mfusi (Bonginkosi.Mfusi@airports.co.za)

AIRPORTS COMPANY SOUTH AFRICA SOC LTD
(Reg No. 1993/004149/30)
("ACSA" or "the company")

**(DRAFT) MINUTES OF A TELECONFERENCE OF NON – EXECUTIVE DIRECTORS BOARD
MEETING HELD AT THE INTERCONTINENTAL HOTEL, ORTIA, KALAHARI BOARDROOM ON
THURSDAY, 2 FEBRUARY 2017 AT 14H15**

Present:	R	Morar	(Acting Chairman) (via teleconference)
	C	Mabude	(via teleconference)
	J	Lamola	(via teleconference)
	S	Simelane	(via teleconference)
	D	Botha	
	S	Mabela	(via teleconference)
	K	Matlou	(via teleconference)
	K	Moroka	
By Invitation	B	Mfusi	(Group Legal Counsel)
In Attendance	N	Kekana	(Company Secretary)
Apologies	B	Luthuli	

1. **WELCOME AND APOLOGIES**

- 1.1 The Chairman opened the meeting by welcoming all present.
- 1.2 Apologies were noted as above.
- 1.3 The Chairman advised of the purpose of the meeting as being a request from Mr Moroka who is part of the team the Board delegated to deal with the matter referred to the CCMA by Messrs Khambule, Machobane and Sithole.

2. **CONSTITUTION OF MEETING**

There being a quorum the meeting was declared duly constituted.

3. **DECLARATION OF INTERESTS**

3.1 **Conflicts of interest in relation to agenda items**

No conflict of interest with any of the agenda items was declared by those in attendance.

4. **ADOPTION OF THE AGENDA**

The agenda was adopted as tabled.



5. 5.1 The Chairman handed over to Mr Moroka, who confirmed the purpose of the meeting as above and further advised that at the end of the meeting a resolution will be sought to proceed with the service of charges and notice to commence disciplinary proceedings to the four employees viz: Messrs Khambule, Sithole, Machobane and Maseko. Mr Morar sought clarity with regards to Mr Maseko ("the CEO") as there was no specific agenda item referring to the CEO on the agenda. He further mentioned that he did not receive the pack and was therefore not aware of the proposed charges against the CEO.
- 5.2 The Company Secretary was then requested to confirm what was in the agenda and / or advise if the CEO was part thereof. The Company Secretary read out the agenda as included in the pack. Mr Moroka advised that the CEO was covered under item 4 (i) "and disciplinary proceedings".
- 5.3 Mr Moroka proceeded to give a summary on the status of the CCM matter. It was noted that the conciliation was not successful and that the applicants have proceeded to refer the matter for arbitration and a date was yet to be set for the same. He proceeded to advise that the suspension ends on Friday, 3 February 2017 and the suspension letters made no provision for an extension thereof. It was noted that the basis of the CCMA referral was to challenge an alleged unfair suspension by the Company.
- 5.4 Mr Moroka advised that the Company was ready to proceed with charges against all the alleged employees suspended. He requested that the Board approve the charges and the service thereof of the three employees on 3 February 2017 and that their suspension be further extended as per the draft letters in the pack and subject to them making representations as to why their suspension should not be extended.
- 5.5 After a brief discussion and as per the submission in the pack, **IT WAS RESOLVED:**
- a) **THAT** the charges against Messrs Khambule, Machobane and Sithole be and are hereby approved and that the service thereof should be effected accordingly and to commence disciplinary proceedings.
 - b) **THAT** disciplinary proceedings against the above three gentlemen should commence and that a notice to that effect should be served to them on 3 February 2017 together with the charges mentioned in (a) above.
 - c) **THAT** the suspension of the above three gentlemen should be further extended until the finalization of the disciplinary process against them, subject to them making representations as to why their suspension should not be extended.
- 5.6 Mr Moroka advised that the Company was ready to serve charges to the CEO as well, as per the draft in the pack. A discussion ensued and the following comments were put forth:
- a) Mr Morar was of the view that the charging and / or suspension of the CEO is not a matter that could be decided on a teleconference. That he cannot support the same as he had no opportunity to read the pack and was therefore not convinced from the discussion to support such a decision. He proposed a sitting of the Board to discuss and resolve where all members would be present physically.
 - b) Mr Botha supported Mr Morar and advised that taking into account the low morale currently within the Company, coupled with the resignation of the COO and CFO, the Board needed more time to discuss and finalise the process of dealing with the CEO.
 - c) Ms Mabude noted that concerns raised by Mr Botha and Mr Morar but supported Dr Lamola's concern that a decision not to charge the CEO could be sending a wrong message in view of the draft charges and allegations levelled against him.



- d) Dr Mabela expressed a view that the Board was displaying a high level of favoritism in that it supported the charging and further suspension of the three gentlemen, having not read the pack but was not prepared to support the recommendation proposed in relation to the CEO. He proceeded to express that in his view the Board was not discharging its fiduciary duty. Dr Mabela further advised that he supports the recommendation to charge the CEO and this does not necessarily mean he should be suspended or removed

[At this point Mr Moroka interjected that the Board could not be said to be failing in its fiduciary duty as it has not yet taken a decision whether or not to act against the CEO; the issue was still under discussion].

- e) The Company Secretary reminded the Board that its fiduciary duty was to the Company and not any particular individual. That it was important for the Board to fully apply its mind in deciding having noted the fact that the 3rd of February 2017 was not applicable to the CEO as that date was not in his letter of 5 November 2016. She further referred the Board to its initial decision and reasons not to suspend the CEO.
- f) The Chairman proposed to close the matter with a plea that a meeting be convened with members physically present to discuss the CEO issue. Ms. Matlou, Mr Simelane and Dr Lamola supported such proposal, provided the meeting was held no later than Friday afternoon (3 February 2017).

5.7 IT WAS RESOLVED:

- a) **THAT** a meeting to be convened at 16h00 on Friday, 3 February 2017 at the Intercontinental Hotel, ORTIA to discuss and decide on the matter concerning the charges and/ or suspension of the CEO.
- b) **THAT** the proceedings of the 3rd February 2017 relating to the three gentlemen as resolved above be and are hereby delegated to Mr Moroka to convene and finalise for and on behalf of the Company. Further that Mr Moroka be assisted by Mr Mfusi where necessary or required.

There being no further business, the Chairman declare the meeting adjourned at 14:55

MINUTES CONFIRMED AS A TRUE REFLECTION OF THE PROCEEDINGS:

ROSHAN MORAR
ACTING CHAIRMAN

DATE

AIRPORTS COMPANY SOUTH AFRICA SOC LTD
(Reg No. 1993/004149/30)
("ACSA" or "the company")

MINUTES OF THE NON – EXECUTIVE DIRECTORS BOARD MEETING HELD AT THE
INTERCONTINENTAL HOTEL, ORTIA, KAROO BOARDROOM ON FRIDAY, 3 FEBRUARY 2017 AT
16H00

Present:	R	Morar	(Acting Chairman)
	C	Mabude	
	J	Lamola	
	S	Simelane	
	D	Botha	
	S	Mabela	
	K	Matlou	
	K	Moroka	
B	Luthuli		
In Attendance	N	Kekana	(Company Secretary)

(Note: the meeting started at 16h15 as some members were late)

1. **WELCOME AND APOLOGIES**

- 1.1 The Chairman opened the meeting by welcoming all present. Mr Simelane and Ms Luthuli joined shortly after the start of the meeting. Ms Mabude joined in via teleconference until her arrival.
- 1.2 It was noted that the meeting was an extension of yesterday's meeting and in particular to discuss the way forward on the recommendation made regarding Mr Maseko, the CEO whether to charge and/ or suspend him in his capacity as the CEO. Mr Moroka was also requested to give the Board feedback on the Boards resolution made on 2 February 2017 to institute disciplinary proceedings and extend the suspension of Messrs Khambule, Machobane and Sithole.

2. **FEEDBACK ON THE PROCEEDINGS COMMENCING DISCIPLINARY PROCEEDINGS AGAINST KHAMBULE et al**

- 2.1 Mr Moroka gave feedback on the proceedings of that morning regarding the above. *(attachment to follow)*.
- 2.2 Ms Kekana confirmed that service to Mr Sithole was by sms and WhatsApp as he was absent that morning and could not be served in person. She confirmed that Messrs Khambule and Sithole have since acknowledged receipt of the letters extending their suspension.
- 2.3 Comments and questions of clarity were sought with regards to the period of extension of the suspensions being until the conclusion of the disciplinary process and if this was legal or acceptable to which Mr Moroka confirmed to be so. Ms Matlou impressed upon the Board to make effort for the process not to be a protracted one and that it be finalised quickly or at least no later than three months taking into account that the three gentlemen were suspended on full pay. The meeting noted the comment, however the period of the disciplinary cannot be guaranteed and the Board noted and supported that it would be best to finalise the process as quickly as possible as this would be in the best interest of the organization.

(Note: Pursuant to the above, Mr Machobane also acknowledged receipt via email)

- 2.4 Mr Simelane sought clarity as to whether the three gentlemen are of the view that the investigation has been completed as he was of the view that not everything has been completed. He noted that there was the investigation that was completed long ago but there was the Auditor General's ("AG") awaited report on what he was requested by the Board to investigate. Mr Moroka responded that when the three gentlemen were provided with notice of the disciplinary enquiry including the charges; it was made clear that over and above the charges that had been presented to them, there were ongoing investigations in relation to new complaints and other allegations and that the charges may be amended. He proceeded to advise that the ongoing investigation had no impact on what was served to them and that it was another process. They have accepted that anything new will be dealt with as it comes. Mr Morar concluded by adding that the AG investigation had its focus on the allegations against the CEO and other matters requested by Board and are not for the three gentlemen. There was general agreement on the above.
- 2.5 Mr Moroka proceeded to seek Board's confirmation that the submission and recommendation from yesterday's meeting was approved save as far as it relates to the CEO, the latter to be dealt with at the current meeting. This was confirmed.
- 2.6 Mr Moroka proceeded to deal with matters around the CEO. He advised that the investigators had finalised the investigation months ago, that there were sufficient grounds to proceed with a disciplinary enquiry against the CEO. That the external lawyers based on the report of the investigators also confirmed that they were ready to proceed against all four employees. Mr Morar requested that the CEO matter should be separated from that of the three employees as the latter has been dealt with and there was agreement on the process. Outstanding was the CEO matter which required the Board's deliberation and decision. There was a general consensus on this approach.
- 2.7 Mr Moroka then advised that as per the investigation done by the Forensic Investigator ("Dr Mncube Consulting") and the advice received from Norton Rose (external lawyers), they have confirmed that they were ready to proceed against the CEO. Mr Morar advised that it was important to note that, the external lawyers advise had a rider that, they relied on what was contained in Dr Mncube's report. Dr Lamola advised that 1.6 and 1.7 of the draft charge sheet for the CEO was not from Dr Mncube's Report. The matter was opened for discussion.
- 2.8 Mr Morar started the discussion and sought clarity on his understanding of the sequence of events:
- a) That when the Mncube report was received, there were other issues that he needed to further investigate and that some matters were referred to the AG to investigate.
 - b) There was therefore not sufficient information to proceed and lay charges against the CEO, hence a request to complete the investigation.
 - c) The same was also communicated to the major Shareholder, and that once such investigation was completed on 3 February 2017, a report will then be presented to her with a recommendation on the CEO's suspension or disciplinary.
- 2.9 Mr Morar then queried charge 1.6 and 1.7 on the draft charges for the CEO and that a report regarding such was never presented to the Board. He further noted that the AG's report has also not been received.

The Company Secretary advised that Dr Mncube's mandate was not extended and that the August 2016 report was his final report. He did however enquire as to what the Board wanted him to do on the matters he had recommended should be further investigated, to which the Board advised him that they will deal with any other matter and his mandate has been completed. Dr Mncube therefore should not be doing any form of investigation currently or



in any event after the August 2016 report, as the Board had not given him a mandate to do so. The confirmation was noted.

- 2.10 Ms Mabude enquired if the Forensic Report was given to all Shareholders. This was confirmed and on 28 November 2016 they attended part of the Board meeting to ask questions on the report.

(Note: The Shareholders who attended the Board meeting of 28 November were African Harvest - Alun Frost; G 10 - James Howard; Upfront Investments - Tarry Sanker and PIC - Ernest Nesane

2.11 Dr Lamola put forth his recollection on the matter:

- a) The status quo was that on the 3rd November 2016, the Board took a position that the Company was sitting with an alert on irregularities and misconduct supported by two opinions from Advocates. This led to the Pre-Suspension Notices issued to the three gentlemen and the CEO.
- b) Representations were made on 3 November 2016 at the Pre-Suspension hearings to the full Board. The Board considered the representations made and as to the CEO in particular;
 - i. The sovereign rating that was looming or eminent at the time.
 - ii. Representations made by the CEO amongst others that he CEO was a Board member, how the investigation was conducted and that the Board should have taken him into its confidence
 - iii. Extensive deliberations took place on the culpability of the CEO on the allegations being clear but that for strategic reasons he should be kept in office while the investigations are concluded to a way that the charges are drafted. Hence the CEO was not suspended.
- c) He referred to the letter of 5 November 2016 to the CEO wherein he was expected to observe certain conditions whilst remaining in office. That a breach of those conditions would result in immediate suspension (clause 1.5 thereof). Subsequent to the said letter, the Ntsele public relations campaign commenced when the report was leaked to the media. It was clear that Mr Ntsele was hired by the office of the CEO. The CFO was requested by Board to supply the invoices of all payments made by the CEO to Ntsele. It became clear thereon that the Ntsele PR machinery was a plan to protect the CEO. That was a clear violation of 4.6 of the letter of 5 November 2016 to the CEO. Therefore, there being a CEO under conditional service it could be said that it is in his interest to deal with the matter speedily instead of endless and ongoing investigations, which will result in an unstable organization.

2.12 Mr Botha responding to a question on the Auditor General's report advised the following:

- a) On 17 November 2016, there was a telecon the purpose of which was to decide on the following matters; which were then referred to the AG for investigation.
 - i. Tswelokgotso Trading Enterprise ("TTE")
 - ii. Integrity of the appointment of Dr Mncube by the Board
 - iii. The allegations of the appointment of Ntsele and/ or associated companies.
 - iv. The Staff Cleaning Tender – R3 million rand
- b) The AG was advised of the urgency of the matter, unfortunately nothing has been received from the AG. This was also an important part of what has happened which should also be considered.

- c) The stability of the company is important as currently two of the top three positions have people in acting capacity with the resignation of the former incumbents.
 - d) He also noted that the External Auditors have already requested a full report of the forensic investigation. There could be more coming out of the audit.
- 2.13 In response to Dr Lamola's comment on "ongoing or endless" investigations, Mr Moroka advised that charging people piecemeal would result in people challenging the same as that would be seen as victimization. In actual fact, the investigators were ready to charge last year already. Therefore, the work given to the AG has no impact on what has already been done.
- 2.14 Mr Morar sought confirmation that on charges 1.6 and 1.7, the Board has not received any report. Mr Moroka responded that, those are charges that Dr Mncube can investigate, so they have not yet been done. Mr Moroka advised that based on the prima facie case, charges can still be investigated. Mr Morar referring to the Company Secretary's earlier advice that the Board had asked Mncube not to do any further work, how or on what basis would he conduct such an investigation. Mr Moroka responded that his response was in his capacity as a Board member and not as a Company Secretary. Mr Moroka finalised to say in his view, Dr Mncube's report is complete and based on two legal opinions that charges should be finalised and served.

The Board then proceeded to resolve to engage the AG on certain matters to be investigated by the AG (being the four above as mentioned by Mr Botha).

- 2.15 Mr Morar suggested that in his capacity as acting Chairman, the Company Secretary and Mr Botha should once again be mandated to meet with the AG regarding the finalization of the investigation handed over to the AG by the Board. That the Board should rather err on the side of caution as the outcome of the AG's report has a bearing on the action to be taken against the CEO. This was not to cast any doubt on the advice received but it would be better to complete anything outstanding before the Board proceeds. Mr Morar proceeded that, the Minister who appoints the CEO would have to be advised fully before the Board can proceed against the CEO and a comprehensive report would be required being the basis of preferring charges against him.
- 2.16 Dr Mabela confirmed that in principle the report by Dr Mncube was completed. He stated that what Mr Morar has said in 2.15 above then raises an issue on the integrity of the Board and what it means therefore was that the three gentlemen did not have to be charged because each and every charge they have was inter linked to the CEO; however when it comes to the CEO there was a lot of talk (about "getting an egg on our face") or that the Board needed to be cautious. The question then why was such a principle no applied to the three gentlemen.

Mr Morar responded that, based on what Mr Moroka said; on the charges levelled against the three employees there was sufficient information and evidence from Dr Mncube's report to proceed with. Further based on the reasons of approaching the office of the AG to further investigate the allegations regarding the CEO.

Dr Mabela proceeded to state that based on the charges before the Board, the attorneys advising the Board had indicated that they were ready to proceed. Mr Moroka added that the attorneys and the investigator were ready to proceed against the CEO and the other three employees.

- 2.17 Mr Morar then posed a question as to why then did the Board approach the office of the AG?
- 2.18 Ms Luthuli expressed a view that she required a complete picture as she was of the view that the reason Board took a decision to approach the AG was to be able to formulate charges meaningfully. She confirmed that as per her recollection and upon receiving Dr Mncube's report, the Board accepted it, was satisfied and agreed that no further work would be undertaken by Dr Mncube. The AG was then to be approached to continue investigations on the matters as mentioned by Mr Botha earlier. That the sole purpose of the AG's



investigation was that the charge sheet stands and that the Board has a level of comfort to proceed with serving charges on the CEO. She further indicated that she supports the process of charging all four but was concerned about missing a step in that process and would like to understand the reasoning of not considering a report from the AG.

- 2.19 Dr Lamola responded that the basis of requesting the AG to investigate was due to Ntsele's assertions in the media that accused some Board members specifically and the Board as a whole of unbecoming conduct also where there was a clear campaign by Mr Ntsele paid for by the office of the CEO which inter alia specifically targeted to discredit Dr Mncube's work. Hence the then Chairperson suggested that the matter be escalated to the AG. He sought to correct Ms Luthuli that the point raised above was proposed on July 7, 2016 where it was agreed that before anything is done Dr Mncube's report should be tested, hence the Senior Counsel's opinion commissioned and received by the Board. Dr Lamola proceeded that save for one charge of the seven charges to the CEO there were enough grounds to institute disciplinary proceedings against him. He advised that there was a prima facie case that Mr Ntsele was appointed by the CEO and that was in direct violation of the letter of 5 November 2016 to the CEO.

Ms Luthuli advised that she was not disputing the breach of the letter by the CEO through comments by Mr Ntsele however there must have been a reason why the matter was referred to the AG.

Mr Botha referring to his notes of when the decision was made (17 November 2016) stated that it was because the matter was now in the public domain and the Board had to ensure the integrity of any charges laid against the CEO.

(The Board was referred to the record of 17 November 2016 to be provided by the Company Secretary)

- 2.20 Dr Lamola then advised that in support of Dr Mabela, the process against the three gentlemen was then flawed and the resolution by Board to proceed against them was also flawed. This he said based on the fact that six charges against the CEO are linked or are the same as the three gentlemen (s), making an example of the "Shuma" the Staff Cleaning Tender charges. That if it was right to suspend the three gentlemen before the AG's report, the same must apply to the CEO.

Mr Morar then posed a question as to why did the Board not act against the CEO then (when suspending the others)? If the Board was convinced based on the Dr Mncube report, why did the Board not act then? Dr Lamola's responded that the aim was to get to the charge sheet, to formulate charges whilst the CEO was in office. The CEO was not exonerated. Mr Morar further asked why then were the three gentlemen suspended if charges still needed to be formulated?

* (There was no answer to that question)

- 2.21 Dr Mabela then said that the case opened against the three gentlemen with the police has to be withdrawn.
- 2.22 Ms Mabude advised that the reasons for not suspending the CEO was the economy; the position of the CEO; and that the Company would collapse without the CEO. She reminded the Board on how the decision was taken on 3 November 2016. Based on that decision it was agreed that he be given conditions to be subjected to. Ms Mabude further reminded the Board of the situation it faced, those being problems faced by Supply Chain Management which are continuing and with ACSA always having to deal with litigation and media reports because of matters emanating from SCM. Therefore, if the head (of the organization) does not solve the problem, then he needed to be dealt with and held accountable as the shareholders would have to deal with the Board for neglecting the Company.
- 2.23 Mr Morar noting that Mr Moroka was the key person on this matter had time constraints and needed to leave early, and without cutting matters short and noting with concern the matter raised by Dr Lamola that charging the three gentlemen was a mistake, requested that the decision be deferred to a meeting to be arranged, which should not be in the afternoon to



allow enough time for deliberations. He concluded that it would not be right to make a decision in haste for or against the recommendation.

The Board (Lamola and Mabela) members objected to Mr Morar's proposal sighting wastage of time and resources.

2.24 Ms Matlou proposed that due to time and resources spent on this issue a decision had to be made. That the purpose of the meeting was solely to deal with how to proceed regarding the CEO. Additional to that was to receive a report back on the resolution taken by the Board the previous day to extend the suspension and service of charges on the three gentlemen. She suggested that the Board must take a firm decision because Dr Mncube's report was finalised and there is a recommendation on the table and the Board knows what it wants to achieve. That she had never seen a situation where an organization of ACSA's caliber is faced with a situation of not making a decision when there is a report with evidence that the CEO has messed (us) up. She made an example about the Gauteng Department of Health wherein the MEC is held to account. Similarly, at ACSA it is the Accounting Officer who is interlinked with the three suspended gentlemen.

She pleaded with the Board that based on the report back given at the meeting, the CEO should be suspended with immediate effect, and must ensure that the disciplinary enquiry is finalised with speed, so that the suspension is not protracted falling foul of the Labour Relations Act. This should be done without fear or favour. There is no need for more investigation (s).

Mr Moroka supported Ms Matlou's proposal but advised that there is a legal process to follow to effect such a proposal, if confirmed viz;

- The CEO should be given an opportunity to make representations why he should not be suspended.

Mr Morar advised that he did not support the proposal and that the CEO is appointed by the Minister, she needed to be advised of the intentions of the Board before any action or communication is given to the CEO including the process followed by the Board.

Note: (There was a lot of commotion to the effect that the Board is not asking the Minister's permission to suspend the CEO and that the Board has a right to do so) Mr Morar expressed displeasure at the conduct of some of the Board members which in his view was disrespectful.

Mr Botha also expressed a differing view to that proposed by Ms Matlou, based on the fact that nothing has changed from the letter of 5 November 2016 and that the AG's report was still outstanding. Further based on the fiduciary duty owed to the Company, a month or two without the CEO will not destabilize the organization as opposed to having three top positions in the Company on an acting capacity. Further the transformation agenda/ strategy would be defeated as the two most senior Exco members were not PDI's. Currently the top is extremely vulnerable and the morale in the Company is at its lowest.

Mr Simelane supported the decision on the basis that Mr Mfusi was instructed to engage the lawyers on the charges with a view to close any loop holes, and those are put before the Board.

Dr Mabela also supported the proposal and advised that the auditing processes of the organization are not the CEO's responsibility only and the Board cannot allow the looting. The Board does not need the Minister to concur with its decision to suspend the CEO, she only needs to be notified of such a decision.

Dr Lamola advised that he does not believe that suspending the CEO will cause instability. Instability was because of the unresolved issues being discussed now.

2.25 The matter was put to a vote.

Mr Morar reminded the members of the rider from the attorneys that they relied on Dr Mncube's report in formulating charges.

Votes In favour:

- Dr Mabela
- Ms Matlou
- Mr Moroka
- Dr Lamola
- Mr Simelane
- Ms Mabude

Subject to advising the Minister and subject to the proper legal process being followed.

Votes against:

- Mr Morar
- Mr Botha

Abstain:

- Ms Luthuli

IT WAS RESOLVED:

1. **THAT** as per the above result, the CEO should be served with the Notice of the disciplinary enquiry against him together with the charges and that he be suspended subject to due legal process being followed and to advising the Minister of this resolution.
2. **THAT** the Chairman, Dr Mabela and Mr Moroka should advise the Minister of the Boards intention above.
3. **THAT** nothing should proceed prior to a meeting with the Minister.

There being no further business, the Chairman declare the meeting adjourned at 17:16

Note: It was noted that Board members should avail themselves for the full Board meeting instead of having to rush off and matters not finalised properly.

MINUTES CONFIRMED AS A TRUE REFLECTION OF THE PROCEEDINGS:

ROSHAN MORAR
ACTING CHAIRMAN

DATE