



MINUTES OF THE BOARD MEETING HELD VIRTUALLY ON 28 JULY 2026 AT 09:00

PRESENT

CHAIRPERSON A van der Burgh

MEMBERS OF THE BOARD

W de Jager

D Dlamini

I Engelmohr

S Gcwabe

A Hardien

S Khan

INVITEES

P Kubai (MGI RAS)

L Masengana (MGI RAS)

P Mzizi (Only for Audit Committee Report)

L Bodewig

EX OFFICIO

J Poggiolini Chief Executive Officer

E van der Westhuizen Head of Technical

A Botha Standard-setter

N Imam Shah Standard-setter

S Nondlazi Standard-setter

S Peter Accountant

Board Members: Mr A van der Burgh (Chair), Mr A Hardien, Ms W de Jager,
Mr D Dlamini, Mr I Engelmohr, Mr S Gcwabe, Mr S Khan, Ms A Muller
Chief Executive Officer: Mrs J Poggiolini

1. WELCOME AND APOLOGIES

The Chairperson WELCOMED members to the special meeting. Apologies were NOTED from A Muller. P Mzizi only attended for the discussion of the Audit Committee Report.

2. DECLARATIONS OF INTEREST

No declarations of interest were NOTED for the matters on the agenda.

3. CONFIRMATION OF THE AGENDA

The agenda was CONFIRMED with the following amendments:

- The policy register was removed.
- The Audit Committee Report was added under the annual report and related matters.

4. CONFIRMATION OF PREVIOUS MINUTES

The minutes of the previous meeting held on 2 July 2026 were TABLED and APPROVED.

5. MATTERS ARISING

- 5.1 The Secretariat PROVIDED an overview of the engagement with the Deputy Minister and National Treasury, including discussions on the ASB strategy, Annual Performance Plan, funding, employment equity, B-BBEE matters, and the process for filling Board vacancies.
- 5.2 The Secretariat NOTED the importance of filling vacancies in a manner that supports continuity and allows sufficient time for induction.
- 5.3 The Secretariat EXPLAINED potential changes to the material in the Citizen's guide and how it could be used and/or modified for students and academics.

6. QUARTERLY REPORT AND BUDGET MATTERS

- 6.1 The Secretariat TABLED the quarterly report.
- 6.2 The Secretariat HIGHLIGHTED the republication of the Gazette for the *Improvements, 2023* with the revised effective date of 1 April 2028; the ongoing work relating to B-BBEE and employment equity; and the surplus for the quarter largely attributable to savings on the GRAP 104 project and underspending on Board remuneration.
- 6.3 Members APPROVED the quarterly report without amendment.
- 6.4 The Secretariat TABLED a memorandum explaining the budget execution for the quarter and the forecast for the remainder of the year.
- 6.5 The Secretariat EXPLAINED the proposed redirection of the communications funding to staff costs and the intention to present a revised organogram in September 2026. It was also NOTED that the CEO would be travelling to Ghana in September 2026 to attend the IPSASB meeting with the Chairperson of the Board and his Technical Advisor.

7. ARTIFICIAL INTELLIGENCE (AI) POLICY

- 7.1 The Secretariat TABLED an updated AI policy.
- 7.2 The Secretariat EXPLAINED that the Operations Committee indicated that the policy should not only refer to Copilot, but to any AI applications licenced by the ASB. The AI policy was modified to address both the selection and use of AI applications.
- 7.3 The Secretariat EXPLAINED the principles for selecting and applying AI applications. The policy distinguishes between criteria for selecting AI tools and principles governing their responsible use. The principles for selecting AI applications include identifying the right fit for the problem, data readiness, licensing, legal exposure, security, cost-benefit considerations, bias and fairness, human oversight, transparency and alignment with existing policies.
- 7.4 Members APPROVED the policy.

8. GOVERNANCE STRUCTURES AND DELEGATIONS

- 8.1 The Secretariat TABLED a memorandum explaining the newly proposed governance structure. The proposal is to:
- Dissolve the Operations Committee.
 - No longer make use of the National Treasury's Audit Committee from 1 August 2026.
 - Establish two new committees – an Audit, Risk and ICT Committee (ARC), and a Human Resources and Ad-hoc Approval Committee (HRAC).
- 8.2 Members AGREED to dissolve the Operations Committee and establish the two new Committees.
- 8.3 Members DISCUSSED the following:
- Whether the references to a meeting with the Minister should be included in the ARC terms of reference. Members AGREED that the reference should be retained as it is a requirement of the Treasury Regulations. The practicality of meeting this requirement will need to be considered, but it cannot be omitted.
 - Whether a report from the ARC and HRAC should be provided to the Board, or the minutes tabled as a substitute. It was AGREED that a report from the various committees should be tabled at the Board. The report should summarise all the activities of the committees and not only the minutes. The minutes are also too detailed for members to read.
- 8.4 Members AGREED that the name of the Human Resources and Ad-hoc Committee should be changed to the Human Resources and Delegated Authority Committee (HRDAC).
- 8.5 Members APPROVED the new terms of reference and changes to the Delegations of Authority.

- 8.6 Members AGREED that the membership of the new Committees should be approved at the next Board meeting.

Secretariat

- 8.7 The Secretariat TABLED its analysis of the new governance principles in King V against the ASB's current practices.

- 8.8 The Secretariat EXPLAINED that there are areas where the current practices do not align with King V. It was AGREED that these will be added to a list of action items.

Secretariat

- 8.9 Members were ENCOURAGED to provide comments on the analysis at any time, as this is an ongoing area of work.

Members

INTERNAL AUDIT

- 9.1 The Secretariat TABLED the following reports from the Internal Audit Unit:

- Report on the Review of the Annual Performance Report of the ASB for 31 March 2026.
- Progress report for the fourth quarter of 2025/26.
- Progress report for the first quarter of 2026/27.

- 9.2 Members NOTED the reports and no matters were raised.

EXTERNAL AUDIT AND ANNUAL REPORT

External audit

- 10.1 The external auditors (MGI RAS) TABLED the audit report and report to management.
- 10.2 Members ASKED why paragraph 27 refers to not having received the final annual report. The annual report was mostly available; the only information outstanding was the Report from the Audit Committee.
- 10.3 It was AGREED that if the complete Annual Report is submitted to the auditors in time, this paragraph will be removed from the audit report.

Secretariat/P Mzizi/MGI RAS

Report to management

- 10.4 MGI RAS TABLED the Report to Management.
- 10.5 Members INDICATED that they did not agree with the finding. The Secretariat INDICATED that a view was received from the Department of Monitoring and Evaluation (DPME) that supports both management's and the Board's view.
- 10.6 The external auditors EXPLAINED that they would not consider any view other than that of the AGSA.
- 10.7 It was AGREED that a query should be sent to the National Treasury on the application of the Instruction Note.

Secretariat

Annual report

- 10.8 The Secretariat TABLED the annual report.
- 10.9 Members APPROVED the annual report subject to the addition of the Statement of Responsibility and the Report from the Audit Committee.

Secretariat

Report from the Audit Committee

- 10.10 The Chairperson of the Audit Committee TABLED their report.
- 10.11 Members EXPRESSED their dissatisfaction with the omissions from the report and the corrections required.
- 10.12 Members INDICATED that the previous reports included the composition of the Committee and attendance of meetings.
- 10.13 It was AGREED that the Chairperson of the Audit Committee should update the report with the missing information. It was also AGREED that any in-committee meetings should be included in the report (the Chairperson of the Audit Committee explained that they were only held on the day of ordinary meetings).
- 10.14 The Secretariat INDICATED that there are new requirements in the Framework for Audit Committees for Public Entities issued by the National Treasury. One of the new requirements is to provide information about members' interests outside the organisation's audit committee. P Mzizi INDICATED that this information is provided in the annual report of the National Treasury.
- 10.15 Members ASKED P Mzizi that the updated report be provided as a matter of urgency.

P Mzizi

Retention of surplus funds

- 10.16 The Secretariat TABLED the draft request to the National Treasury to retain both current and prior year surpluses.
- 10.17 Members SUPPORTED the retention request.

IN-COMMITTEE (chaired by S Gcwabe)

- 11.1 Members DISCUSSED the remuneration proposals recommended by the Operations Committee.
- 11.2 Members AGREED a cost-of-living adjustment of 3.1% with the remaining budgeted percentage allocated for performance bonuses.
- 11.3 Members APPROVED the proposed increases and bonuses.
- 11.4 It was AGREED that the new HRDAC would need to consider remuneration as well as the performance management applied by the ASB.

ADJOURNMENT

- 12.1 The members of the ASB team were THANKED for their hard work over the year that resulted in a favourable audit outcome.
- 12.2 Members were THANKED for their participation in the meeting and the meeting ADJOURNED at 11:10.

PREPARED BY:

J POGGIOLINI

DATE:

4 AUGUST 2026

REVIEWED BY:

A VAN DER BURGH

DATE:

17 AUGUST 2026