



Young Professionals Steering Committee

Terms of Reference

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1. Preamble

The Young Professionals Steering Committee (YPSC) has been established by the Compliance Institute Southern Africa (the Institute), mandated by the Chief Executive Officer (CEO) of the Institute. The YPSC is dedicated to representing young professionals, who are members of the Institute, and is tasked with developing and implementing strategies that ensure the Institute remains relevant and responsive to their needs. The YPSC is pivotal in involving young professionals in the Institute's transformation and in sustaining its long-term relevance and value.

2. Purpose

- 2.1 This document outlines the YPSC's mandate, governance principles, desired outcomes, and attendance processes to ensure successful mandate fulfilment.
- 2.2 The YPSC will foster direct communication between young professionals in their roles and the Institute.
- 2.3 The YPSC acts as a conduit between young professionals and the Institute's Board, ensuring that their views are considered at Board level.
- 2.4 The Institute intends that these Terms of Reference serve as a flexible framework within which the YPSC may undertake its mandate and is not a set of binding legal obligations.

3. Composition of the YPSC

The YPSC membership number can be adjusted as necessary and its size and level of participant diversity should endeavour to be commensurate with the size and strategy of the Institute as well as the YPSC's mandate which typically includes 10 members, but this number can be adjusted if deemed necessary by the YPSC. The general composition of the YPSC is as follows:

- 3.1 The CEO.
- 3.2 A representative from the Education, Training, and Professionalism department of the Institute.
- 3.3 Invited experts and mentors, as required.
- 3.4 Members of the Institute in good standing who have been nominated, have accepted the nomination, and been selected to become members of the YPSC.

4. YPSC Mandate and High-Level Deliverables

The CEO holds the responsibility of aligning the YPSC's activities and outputs with the overall strategy of the Institute. Additionally, the CEO will keep the YPSC updated on any strategic initiatives of the Institute that might have a direct or indirect influence on the YPSC's functions. The YPSC has a range of dynamic and evolving core functions, which may include:

4.1 Institute Student Chapter Development:

- 4.1.1 Establishing Institute Student Chapters at educational institutions.
- 4.1.2 Enhancing student awareness of the compliance function and profession.

4.2 Institute Transformation Initiatives:

- 4.2.1 Actively participating in the growth and development of the Institute, including YPSC Chair or Vice Chair representation at Board level.
- 4.2.2 Ensuring the perspectives and ideas of the young professionals are communicated and considered within the Institute.

4.3 Mentorship and Guidance:

Developing and sustaining a mentorship program for aspiring / entry-level and mid-to-senior compliance officers.

4.4 Education, Training and Development Enhancement:

- 4.4.1 Facilitating training and mentorship for young professionals, aimed at skills development and knowledge sharing.
- 4.4.2 Identifying and addressing educational and training gaps in the compliance profession and collaborating with the Institute's Education, Training and Professionalism Committee.
- 4.4.3 Recognizing and addressing the unique needs of young professionals, crafting and implementing strategies to meet these needs and considering the diverse backgrounds of compliance officers.

4.5 Strengthening Stakeholder Relationships:

Promoting and fostering transparent, trust-based relationships between young COs and the Institute to cultivate mutual understanding and interdependence.

4.6 Resource Mobilization:

Assisting to secure resources to support the YPSC's initiatives and activities in relation to young professionals.

These responsibilities are subject to review and modification as needed. The YPSC is responsible for remaining responsive and relevant to the evolving compliance and governance landscapes.

5. Nomination and Ongoing Requirements for Membership in the YPSC

- 5.1 Admission to the YPSC requires a detailed and rigorous nomination process. Applicants, who are members in good standing of the Institute, must accept the nomination and demonstrate their qualifications, experience, and alignment with the YPSC's goals.
- 5.2 Nomination criteria is focused on the applicant's involvement in the Institute, understanding of the YPSC's mission, and the unique skills and perspectives they can contribute.
- 5.3 Nominations are evaluated by a review panel comprising the CEO, a representative from the Education, Training, and Professionalism department, selected experts and mentors as identified by the CEO and the YPSC Chair and Vice-Chair. The evaluation process assesses, *inter alia*, professional qualifications, potential for diverse, innovative contributions and ethical and professional conduct.
- 5.4 Members are required to maintain integrity and good standing within the Institute, adhering to ethical and professional norms. This encompasses both collective and individual responsibilities, reflecting on the Institute and the YPSC.
- 5.5 Full disclosure of relevant information is mandatory to ensure commitment to high standards. Non-disclosure of material information can lead to YPSC and / or Institute membership termination.
- 5.6 Members must recognize their role as representatives of the Institute, both during the nomination process and in their ongoing YPSC involvement. Their actions and decisions should consistently reflect the Institute's mission to serve the compliance community.
- 5.7 The obligation to disclose includes any historical or current disciplinary actions or proceedings. Such transparency is critical to protect the Institute's standing and may influence membership status if breached.

6. Selection of YPSC Members

- 6.1 When selecting members for the YPSC, it is crucial to consciously consider a wide demographic and include individuals from a variety of industries and disciplines. This approach ensures comprehensive and diverse representation. This diverse strategy aims to bring a wide range of expertise and perspectives to the YPSC, fostering a more effective and holistic approach in its operations.
- 6.2 The aim is to ensure that the composition of the YPSC reflects the evolving nature of the compliance profession and the young professionals' interests.

- 6.3 Candidates who are selected have met these criteria and can demonstrate an ability to significantly enhance the YPSC's diverse and dynamic environment through their capabilities, capacities, involvement and insights.

7. Membership Tenure and Focus

- 7.1 Except in instances as outlined in paragraph 9 below, members of the YPSC are selected for a term of two years. This timeframe is strategically set to ensure that members have a sufficient period to immerse themselves in their roles, contribute meaningfully to the YPSC's objectives, and see through the implementation of various initiatives and projects.
- 7.2 The two-year term allows members to deeply engage with the YPSC's work, fostering a stable and focused environment for strategic planning and execution. This duration is essential for the members to effectively drive and realize the YPSC's long-term goals, ensuring continuity and sustained impact in their endeavours.
- 7.3 At the end of the two-year term, members may indicate their interest to be nominated for re-election. This approach ensures both the infusion of fresh perspectives and the retention of experienced members who have developed increasing insight into the YPSC and have made a significant contribution. This process is in line with the YPSC's goal of maintaining a dynamic yet consistent approach to its activities and objectives.

8. Co-option

- 8.1 The YPSC may co-opt or delegate any of its members, as well as additional individuals, to work on specific projects as sanctioned by the YPSC. This includes the discretion of the CEO to bring in members from outside the YPSC if their expertise or skills are deemed beneficial for a particular project. This process ensures that the YPSC can leverage a diverse range of talents and perspectives, enhancing its effectiveness and aligning with the Institute's broader objectives.
- 8.2 Similarly, members of the YPSC may also be expected to attend, as an invited participant, other Institute committees. This may be required or necessary on an ad hoc basis should a particular Committee require insights of the YPSC or should another committee's projects or initiatives affect the interest of young professionals. Equally, a member of the YPSC may be required to share knowledge with other committees about a YPSC project or initiative that requires the support or has an impact on the mandate of another committee.

9. Leadership Succession: Selection of Chair and Vice-Chair

- 9.1 Each year, the YPSC members engage in a democratic and transparent voting process to select a Vice-Chair. Vice-Chair candidates should have served a minimum of one year on the YPSC to be eligible for nomination.
- 9.2 The elected Vice-Chair serves for a term of one year, during which they acquire essential experience and insights into the YPSC's leadership and operations.
- 9.3 Following their term as Vice-Chair, the individual automatically ascends to the position of Chair for the next year. This ensures a seamless transition in leadership.
- 9.4 This structured progression from Vice-Chair to Chair ensures consistent leadership and prepares the Vice-Chair for their future role. It contributes to a stable and continuous strategic direction for the YPSC.
- 9.5 If the Chair is unable to continue their term, the Vice-Chair will immediately assume the role of Chair. Should the Vice-Chair be unable to continue their term, a new Vice-Chair shall be elected through the YPSC's established voting process. In the rare case where both the Chair and Vice-Chair are unable to continue their terms, the YPSC has two pathways for continuity:
 - 9.5.1 If deemed appropriate by the CEO, the YPSC may be reconstituted and may select a new Chair and Vice-Chair.
 - 9.5.2 Alternatively, if deemed appropriate by the CEO, if the existing members possess sufficient experience, knowledge, and understanding, they may proceed to select a new Chair and Vice-Chair. This ensures leadership continuity and the uninterrupted functioning of the YPSC.

10. Reporting responsibilities

- 10.1 The Chair holds the responsibility of compiling and presenting quarterly progress reports on the YPSC to the CEO in time for tabling at each quarterly Board meeting outlining the deliverables and progress of the YPSC.
- 10.2 The draft report should be submitted to the CEO at least ten working days prior to the time for tabling of the report to the Board.

11. YPSC Roles, Responsibilities, and Attendance

- 11.1 The Chair is primarily responsible for the activities of the YPSC. S/he shall act as the spokesperson for the YPSC and is the principal contact for the CEO. The CEO and the Chair shall meet on an ad hoc basis if required.
- 11.2 The Chair's role is to:
- 11.2.1 Set the ethical tone for YPSC and ensure that there is an appropriate culture of transparency and teamwork among members;
 - 11.2.2 Provide overall leadership to the YPSC;
 - 11.2.3 Formulate in consultation with the CEO and the Institute's Training and Development Team the yearly work plan for the YPSC against the YPSC's mandate;
 - 11.2.4 Preside over YPSC meetings and represent the YPSC during the Board meetings, if invited;
 - 11.2.5 Ensure that s/he is fully informed about all issues on which the Board will have to make a decision in matters concerning young professionals, through briefings with the CEO and as an invitee at Board meetings;
 - 11.2.6 Ensure effective implementation of YPSC decisions;
 - 11.2.7 Monitor how the YPSC works together and how individual members perform and interact at meetings; and
 - 11.2.8 Ensure that all members are appropriately made aware of their responsibilities and expected contributions.
- 11.3 The Vice-chair is responsible for providing additional support and assistance to the Chair where requested and necessary.
- 11.4 Each member of the YPSC is assigned a distinct role, with the objective of ensuring that all members have specific outcomes to manage. This allocation is designed to utilize the diverse skill sets of the members, aligning their unique abilities with the YPSC's mandate. Roles are assigned considering the member's expertise and where the Chair deems the member can make the biggest contribution.
- 11.5 Responsibilities assigned to each member encompass a range of activities crucial for the functioning and success of the YPSC. These include administration, reporting, aligning their activities with the Institute's strategic objectives, and participating in events and presentations. Additionally, members are expected to contribute to leadership succession planning, an integral part of the YPSC's mandate, ensuring a continuous and dynamic leadership pipeline within the YPSC.

11.6 Attendance at YPSC meetings is not just a requirement but a critical aspect of each member's role. Active participation in these meetings is essential to maintain a cohesive and effective unit. Members are expected to engage meaningfully in discussions, providing insights and perspectives from their respective fields. Regular attendance is mandatory, and absences must be justified with valid reasons. Failure to attend meetings without proper justification may result in termination of membership in accordance with paragraph 12 below or reconsideration of the member's position on the YPSC, at the CEO's discretion, underlining the importance of commitment and active participation in fulfilling the YPSC's objectives.

12. Termination of Membership in the YPSC

- 12.1 Membership in the YPSC may be terminated under several circumstances, primarily focusing on non-compliance with the Institute and YPSC's standards, ethics, and responsibilities. These are further detailed below but include a lack of integrity, failure to maintain good standing within the Institute and industry, non-disclosure of relevant information, and consistent failure to meet assigned responsibilities.
- 12.2 Missing two consecutive meetings without valid justification will result in the automatic termination of a member's membership. This strict policy is in place to ensure that each member consistently contributes to the YPSC's objectives and maintains the dynamic and active nature of the YPSC. Additionally, passive, or non-participatory behaviour in meetings or YPSC activities, which could undermine the Committee's YPSC's efficacy, will also lead to a formal review of the member's participation, and could potentially result in termination of their membership.
- 12.3 Members must uphold the highest levels of honesty, integrity, and professionalism. Breaches in ethical behaviour, including failure to disclose conflicts of interest, or involvement in activities that harm the reputation of the Institute or the YPSC, may result in termination of membership.
- 12.4 Members who consistently fail to fulfil their designated roles and responsibilities, including failure to contribute to the strategic objectives of the Institute and the YPSC, may have their membership terminated. This includes neglecting duties related to administration, reporting, or participation in events and presentations.
- 12.5 The procedure for termination involves a formal review by the YPSC review panel, constituted when required and comprising of the CEO, the Chair and Vice-Chair of the YPSC, and other relevant members as determined by the CEO. The member in question will be notified and given an opportunity to present their case. The decision for termination will be made based on a majority vote of the review panel who each hold and are entitled to 1 vote.

- 12.6 Former members whose membership has been terminated may not be nominated for YPSC membership.
- 12.7 The decision to terminate a membership will be communicated formally to the member and, subject to the nature of the issue, may be reported to the Disciplinary Committee of the Institute in writing, with a clear explanation of the reasons for the decision. The termination will also be recorded in the YPSC's official documents.

13. Conflicts of interest

- 13.1 YPSC members are required to disclose any conflicts of interest that may arise during their term of service. A conflict of interest occurs when an individual's personal interests, direct or indirect, could potentially interfere with or influence their duties and decision-making within the YPSC. This responsibility is paramount to ensure transparency, fairness, and the integrity of the YPSC's work.
- 13.2 A conflict of interest may involve financial gains, personal relationships, or other professional associations that could unduly influence a member's judgment or actions related to the YPSC's activities. It encompasses situations where there might be a perceived conflict, even if no actual conflict exists, to maintain the trust and credibility of the YPSC.
- 13.3 Upon identification of a potential conflict, the member must promptly and fully disclose this to the YPSC Chair and the CEO. The disclosure should include detailed information about the nature of the conflict and how it might affect the member's role and responsibilities within the YPSC.
- 13.4 The CEO and the YPSC Chair and Vice-Chair, will evaluate the disclosed conflict to determine its significance and the appropriate course of action. This may range from simply documenting the conflict, requiring the member to recuse themselves from specific discussions or decisions, or in more significant cases, reconsidering their position on the YPSC.
- 13.5 Members are expected to continuously monitor for potential conflicts of interest and disclose them as soon as they arise. This is not a one-time obligation but an ongoing responsibility throughout their tenure on the YPSC, including declaring a conflict of interest at each meeting.
- 13.6 All disclosures and actions taken in response to conflicts of interest will be recorded and, where appropriate, made transparent to the rest of the YPSC and relevant stakeholders to maintain accountability and trust.
- 13.7 Failure to disclose, or the intentional hiding of a conflict of interest, is a serious violation of the YPSC's policies and may result in disciplinary actions, including potential removal from the YPSC.

14. YPSC Meetings

- 14.1 Quorum: The quorum for meetings is 50% plus one of the YPSC members.
- 14.2 Frequency of Meetings: The YPSC meets at least four times a year, with additional meetings scheduled as necessary.
- 14.3 Notice of Meetings: Meetings of the YPSC are scheduled in advance and at least two weeks before such meeting is held. Meetings shall be convened by the Chair or another representative ensuring that members are provided with adequate notice to prepare and participate effectively.
- 14.4 Process: The Vice-chair will, with the necessary assistance from the Chair :
 - 14.4.1 Inform all YPSC members about the dates, times, and locations of meetings.
 - 14.4.2 Request agenda contributions from members ten working days prior to the meeting.
 - 14.4.3 Distribute the meeting agenda and supporting documents to all members at least five working days in advance.
 - 14.4.4 Maintain an attendance register for each meeting.
 - 14.4.5 Record the minutes of every meeting, documenting any decisions or resolutions made by the YPSC.
 - 14.4.6 Keep an action list of tasks and responsibilities identified during each meeting.
 - 14.4.7 Circulate the minutes and action list to all members within ten working days following the meeting.
 - 14.4.8 Ensure the formal approval of the previous meeting's minutes at the next scheduled meeting.
 - 14.4.9 Maintain and update the register of conflict of interests.
 - 14.4.10 Facilitate effective communication between the Institute and YPSC members.
 - 14.4.11 Oversee the storage and organization of all YPSC documentation and outputs in a softcopy format on the Institute's shared drive.

15. Miscellaneous

15.1 Acceptance by YPSC Members

Anyone who is appointed as a member must, declare in writing to the Institute that s/he accepts and agrees to comply with the provisions of the Terms of Reference.

15.2 Interpretation

In case of uncertainty or difference of opinion on how a provision of these Terms of Reference should be interpreted, the opinion of the CEO shall be decisive.

15.3 Partial Invalidity

If one or more provisions of these Terms of Reference are (or become) invalid (for whatsoever reason), this shall not affect the validity of the remaining provisions. The YPSC may replace the invalid/outdated provisions by provisions which are valid and the effect of which, given the contents and purpose of these Terms of Reference is, to the greatest extent possible, like that of the invalid provisions.

15.4 Support

The YPSC shall have access to sufficient resources to fulfil its mandate, including access to the Institute’s Education, Training, and Professionalism department for additional assistance, as required.

15.5 Review of the Terms of Reference

The YPSC is responsible for reviewing the adequacy of these Terms of Reference every two years, or as and when material changes are required. In reviewing the Terms of Reference, the YPSC should give sufficient consideration in its determination as to whether its provisions enable the YPSC to operate with efficiency and according to its mandate. After review, the revised Terms of Reference shall be adopted at a meeting of the YPSC.

16. Terms of Reference: Record of Approval & Review

Terms of Reference Review Coordinator:	Version Number:	Date implemented:	Date of next review:
Annette Bredenkamp	Version 1.2	17 April 2020	-
Rianné Potgieter	Version 2.0	30 Sept 2022	-
Rianné Potgieter	Version 2.1	25 Nov 2022	-
Marelize Gloy	Version 3.0	26 April 2024	2026

These Terms of reference were reviewed and adopted by the YPSC on 26 April 2024.

Chair

CEO