

MINUTES
OF THE 139TH ANNUAL GENERAL MEETING
OF THE NATIONAL HORSERACING AUTHORITY
OF SOUTHERN AFRICA, HELD ON WEDNESDAY,
13 JANUARY 2021, COMMENCING AT 12:00.

ATTENDANCE:

National Board Directors: Mrs S E Rowett (Chairperson)
 Mr V Moodley (Chief Executive)
 Mr R Bruss
 Mr A D Hyde (Racing Control Executive)
 Mr N Nalliah
 Dr A H Parker (Via Zoom)
 Mr D Rosevear
 Adv C F Van der Merwe

Members: Mr O Ferraris
 Mr C J Maree
 Adv N Riley

Apologies: Adv A R Bhana SC
 Mr A M O'Connor
 Mr W I Mills
 Mr K P Truter
 Ms N A Turner

In Attendance: Mr R Gomes (Nolands Via Zoom)
 Miss H Kaiya (NHA)
 Dr S De Kock (NHA)
 Dr A H Parker (NHA)
 Mr N Roodt (Fasken Martineau)
 Mr B Sibanyoni (NHA)

1. Welcome and Apologies

The Chairperson, on behalf of the Board of Directors, welcomed all Members present to the One Hundred and Thirty Ninth Annual General Meeting of The National Horseracing Authority. The Chairperson also welcomed in attendance, Mr Rafael Gomes from the Auditors Nolands, Mr Nic Roodt, Attorney from Fasken Martineau, as well as Senior Management Mr Bongani Sibanyoni, Ms Hazel Kaiya and Dr Schalk de Kock.

The Chairperson noted the apologies that had been received.

2. Quorum

The Chairperson advised that The NHA had received 18 Proxies which were available to view. Together with the Members in attendance, the Chairperson confirmed that there was a quorum present.

3. Notice of Meeting

The Preliminary Notice of the Annual General Meeting was published in the Racing Calendar on 27 November 2020 and the Notice of the Annual General Meeting was published in the Racing Calendar on 18 December 2020, as well as being placed on the NHA Website and aired on Tellytrack.

In accordance with the Constitution, the Chairperson advised that she would preside over the Annual General Meeting and with a quorum present she declared the meeting duly constituted in terms of the Constitution.

The Chairperson requested that the Notice of the Meeting be taken as read.

Proposed: Mr R Bruss
Seconded: Mr A D Hyde

The Notice of the Meeting was taken as read.

4. Minutes of the 138th Annual General Meeting held on 15 January 2020 - Agenda Item 1

The Chairperson confirmed that the Minutes of the 138th Annual General Meeting had been available on the NHA website since March 2020 and requested the Members to approve the Minutes.

Proposed: Mr R Bruss
Seconded: Mr A D Hyde

The Minutes of the Meeting were confirmed.

5. Report of the Chairperson of the National Board of Directors for the year ending 31 July 2020 - Agenda Item 2

The Chairperson confirmed that her report and other reports had been published and circulated and had been available on the NHA Website from the middle of December. She said that the Report would have given Members an opportunity to brief themselves on the activities of The National Horseracing Authority, the work undertaken by the Committees, the Financial Statements, as well as the statistics for the racing year ended 31 July 2020. The Chairperson asked the Members if she may take the Chairperson's report as being adopted.

Proposed: Mr D Rosevear
Seconded: Mr R Bruss

The Chairperson's report was adopted.

6. Audited Financial Statements of The National Horseracing Authority of Southern Africa and the Funds held in Trust, for the period ended 31 July 2020 – Agenda Item 3

The Chairperson confirmed that the Financial Statements had been published and if there were no questions, requested the meeting to adopt the Financial Statements.

Adv Riley queried when the Financial Statements had been published.

The Chief Executive confirmed that they had been on the NHA Website since mid-December 2020, when the final Notice was published.

Adv Riley said that the largest component appears to be related to salaries and wages which seems to be the vast expenditure of the NHA. He said that in his personal experience the NHA top management are too heavy. The NHA have a Chief Executive, a Racing Control Executive and a Stud Book Executive. As he understood it, the Racing Control post was created a few years ago to accommodate Mr McGillivray when he returned to the NHA. He requested Mr Moodley to explain why so many Management Staff are required at the NHA.

The Chief Executive said that he felt Adv Riley's comments were vague. First and foremost, he needs to understand that the NHA is a national body and are responsible for racing 364 days a year. The opening statement that the NHA is top heavy, he would say is flawed in a sense that Mr Hyde, as Racing Control Executive, is responsible for the racing elements. He said that if Adv Riley read the Annual Report and he advised him to do so thoroughly, it covers the critical role of all the Executives and also what Mr Hyde does on a high-level basis. He has the Stipendiary Stewards reporting to him, which means he is working seven days a week, besides Inquiries and all the other work that is involved. The report under Racing Control explains the high-level of his role. The Chief Executive added that this is not a one-man job and actually, to be honest, he felt that we are slightly understaffed. Ms Kayiya is Administrative Executive and she is responsible for Stud Book, as well as Registrations. The Chief Executive said to answer Adv Riley's question regarding the overall salaries, the salaries for the NHA constitute 75% of the running costs revenue. Being a regulatory body and working 364 days a year to police about 410 race meetings, he said he felt Adv Riley's statement was flawed.

Adv Riley said that every Province has its own Chief Stipendiary Steward assigned to it and queried what a Chief Stipe's role is? He said that based on what Mr Moodley had just advised him, the Chief Stipe appeared to be just another cog in the wheel and that everybody falls under the ambit of Mr Hyde.

The Chief Executive advised that Eastern Cape falls under Central Provinces. We have Chief Stipendiary Stewards in only 3 of the racing centres. The composition of the NHA at this level and at this time is not correct, but to answer your question, Stipendiary Stewards functions are as follows – they officiate at race meetings, they do Stipendiary Stewards reports, they do stable inspections, they do inquiries, they are checking horses, doing vet reports, it is a full-time job. At one stage the NHA had 25 Stipendiary Stewards racing only 300 times a year. Currently we have 14 Stipendiary Stewards. The work has doubled.

The Chief Executive said that as for his position as the Chief Executive, he is the leader of the organisation. He added that his role is to execute the strategic objectives and mandate of the NHA as laid out by the Board, engagements with the Regulators, engagement with Government, which is more critical than it has ever been. He added that he heads up the day to day running of the organisation, with his Executive team, to fulfil their functions. He said that he felt that there was a lack of understanding on how the NHA operates and what we do. To summarise, he said he felt that the NHA are understaffed and re-iterated that Adv Riley read the Annual Report.

Adv Riley raised the point that in the days when the NHA had only 25 Stipendiary Stewards, there were no computers and things were being done by hand.

Adv Riley said that his suggestion was that he felt that it was time for the NHA to have a look at itself and decide what was necessary and what was not, as he did not know when the NHA had last decided what is and what is not necessary. He added that if this had been done, as far as he knew, nobody was aware. He said that the NHA should possibly request input from all the stakeholders.

The Chief Executive confirmed that there had been a Section 189 process that took place in 2017, prior to his appointment and advised that there was another Section 189 that had just taken place in this financial year in the Laboratory. To give an overview, he said that the Chief Executive position had always existed, and is not a new position. The number of race meetings has doubled and South African horse racing in the early 2000's never had 455 race meetings, seven days a week to fulfil international obligations. He said that in the Stipendiary Stewards role, previously the NHA had 25 Stipendiary Stewards and now only have 14, of which only 6 are senior and 8 are junior/trainees. Investigating Officers, previously we had 3, and at one stage 4, and now we only have 1. Handicappers, previously we had 4 and now we have only 2 senior Handicappers. He said that the staff actually double up in rolls. The Racing Control Executive at times has to fulfil the role as a Stipendiary Steward, the Chief Executive has to fulfil the role as a Stipendiary Steward, although rarely, but as a Handicapper most of the time. The Handicappers double up as Stipendiary Stewards. At peak the Laboratory had up to 19 Staff Members. We are now down to 6 Scientists and 2 Assistants.

Their being no other questions raised on the Financial Statements, the Chairperson requested that the Financial Statements be adopted.

Proposed: Mr R Bruss
Seconded: Mr N Nalliah

The Meeting resolved to adopt the Financial Statements.

7. Appointment of the Auditors Agenda Item 4

The Chairperson confirmed that Nolands had been the Authority's Auditors since the 2016/2017 financial year. She confirmed that the Board were satisfied with their services and recommended to the Members to re-appoint Nolands South Africa as Auditors.

No objections were raised to the re-appointment of Nolands South Africa as the Authority's Auditors.

Proposed: Mr N Nalliah
Seconded: Mr R Bruss

**8. To transact any business which may be transacted at an Annual General Meeting
Agenda Item 5**

General

Adv Riley advised that he wanted to discuss the contributions to the South African Export Horse Protocol (SAEHP) and the structure of that body.

He advised that in August he had received a letter from the Thoroughbred Breeders Association (TBA) and the National Horseracing Authority (NHA), which basically said that if breeders did not pay a R1 850 levy towards the SAEHP, then no passport would be issued. He said that he had refused to do so. He had then sent a long letter dated 20 August 2020 to Ms Kayiya and Ms Hartley and made certain requests regarding the structure of the body and who this body was, as well as requesting their financials. He added that what had happened, to the best of his knowledge, was that no one has seen any of these visits from the so-called European Union taking place. Adv Riley said that he had received a response from Ms Hartley acknowledging his letter and confirming that he would receive a reply. To date, he had not received a reply from either the TBA or the NHA.

Adv Riley said that he objected to being told that unless he pays this levy, he would not receive his passports from the NHA. He said that this could not be done by the NHA in terms of their Rules and that the NHA are not a debt collector. His second problem was that nobody has advised him who the SAEHP are, whether they are a registered body or related body to the NHA. Effectively, in his opinion this was a type of extortion. In other words, if he did not pay the R1850, he would not receive his passports.

Adv Riley said he would like the answer to the following questions, namely:

- a) what association the body SAEHP is to the NHA; and
- b) why he had never received a response to the letter he had addressed to Ms Kayiya in August to date; and
- c) on what grounds the NHA could make this threat to not only him, but all breeders in South Africa.

In response to Adv Riley's questions, the Chairperson advised that the NHA have the power to set a registration fee, which includes a portion that it later hands over to the TBA (not SAEHP) and the TBA uses it for purposes including equine research, surveillance and export protocol negotiations by way of donations to ERC, SAEHP or earlier bodies. It also has the power to withhold registration and issuance of the passport until all the fees are paid.

Adv Riley said that the Registration Fee is paid to the NHA in terms of their Rules. The R1 850 was not raised by the TBA, it was raised by the SAEHP.

The Chairperson advised that the TBA requested the imposition of a foal levy to raise the funds for the purposes of equine health and research. She stated that the practice of foal levies being collected by the NHA and paid over to the TBA has been happening for about 25 years. The NHA have itemised the breakdown of the registration fee for transparency purposes.

The Chairperson added that if we look at the NHA Rules, Rule 32.7.7 makes it clear that the mare owner has to pay the “prescribed fees” and Rule 32.8.2 states that failure to do so, may result in the foal not being registered.

Advocate Riley asked whether he would receive the passports if he does not pay the levy portion.

The Chairperson confirmed that all the itemised parts make up the registration fee and therefore the whole amount has to be paid.

Adv Riley stated that the difficulty he has with this was how they can be an associated body of the NHA, that money was paid over to them. He added that the feeling that he gets all the time, is that there are relatively few people who run the show and added that he was not referring to the recent court case that he was involved in. Decisions are made at the NHA without consultation. He said that he felt that the NHA cannot just decide this, as what was published in the Press Release was that he had to pay the SAEHP and the ERC. He said he felt that if the NHA were going to put out a Press Release like that and insist on payments, they have to determine what they are and he should have been entitled to a reply to a letter that he had sent six months ago, from either Hazel Kayiya, or from Vee Moodley, to tell him this is the position, but instead his letters were ignored.

The Chairperson advised that she believed that Adv Riley had received a response from the TBA.

Adv Riley said that he had not received any response, other than from Catherine Hartley to say that she would revert back to him.

The Chairperson advised that the money was paid over to the TBA. For transparency purposes, the NHA had broken down the registration into the different components.

Adv Riley said that was not what the Press Release or the letter that he received had stated. Hence his request as to what type of body this was and requiring an explanation.

The Chief Executive said that the money that the NHA was collecting was being paid over to the TBA. He asked Adv Riley if he accepted that the TBA was an associated body of the NHA?

Adv Riley said he accepted the status of the TBA but that was not what the Press Release said, the Press Release stated that we were collecting this money for these two other bodies.

The Chief Executive advised that he was correcting that now. These bodies were mentioned in the Press Release for transparency purposes. The money was collected and we are able to show you proof that the money was paid over to the TBA. The money was collected on behalf of the TBA and we did not make any direct payment to SAEHP, nor the ECR.

Adv Riley asked how the TBA is associated with the NHA?

The Chairperson confirmed that an objective in the NHA Constitution was to render services of whatever nature to bodies serving, associated or connected to authorities. Clause 5.14 permits the NHA to make donations or grants to associations and other organisations connected with racing.

Adv Riley said that he understood the Constitution and in terms of the Constitution queried when this was decided upon and who had made this decision. He said that what the Chairperson was now saying, is that regardless of the Press Releases, the money was then paid over to the TBA.

The Chairperson advised that was correct and the details of the components were listed for transparency so breeders could see where the fee went.

Adv Riley asked if at the time that the R1 850 was insisted upon, the foal registration fees had already been set for the year and paid? He said that R1 000 was paid after the NHA registrations and this was added on subsequent to that. This was then added on as a surcharge and said that what the Chairperson was saying, was that the registration fees mean nothing. It also stated in the Press Release that it had to be paid on foals that had already been registered. He requested this to be explained to him.

The Chairperson said with respect, the R1 850 was in respect of the 2018 foals and was announced as part of the registration fee. She said that the R1 000 that Adv Riley was referring to, was for the 2019 foals and it was announced in two parts because the TBA portion of the fee was pending resolution by the TBA, due to the fact that the TBA only held their AGM at the end of July, as they wanted to sound out their members. She confirmed that the foal levy is part of the registration fee, but is itemised separately for transparency purposes.

Adv Riley said with all due respect that was not published. He asked if despite the Press Release, the NHA collected the money on behalf of the TBA?

The Chairperson advised that the NHA collected the money on behalf of the TBA and advised Adv Riley to direct his question to the TBA.

The Chairperson asked Ms Kayiya if she had anything to add.

Ms Kayiya said that initially our first Press Release that was sent out in May 2020, advised the breeders that we are currently consulting with the TBA. However, they had not as yet had their AGM to discuss whether they would be collecting any of those associated fees. We then advised everyone again in August 2020, once the TBA had held their AGM, that there would be a combined levy of R1,000 for the TBA. The Press Release was a continuation of the first one in terms of the TBA fee, to explain to the breeders what exactly they are charging for and how the TBA would be allocating those fees that we were collecting on their behalf from them.

Adv Riley requested Ms Kayiya to read the part about foals that had already been registered.

Ms Kayiya said we had also then said that because some foals had already been registered, we cannot then charge for some foals and not charge for the others. We had to then retrospectively charge for those that we had already registered before.

She said that some passports had already been issued out, so after the time that the TBA had not made their decision, we had people come forward and pay, but this was before our registration fees were set and we then started to not hand out the passports at that time.

Adv Riley said that in conclusion, in his opinion that this is an aspect that shows it is an absolute disaster that this organisation goes from one to another, because how do you have registration fees and then say we are asking for payment, but they might increase later. There has to be a registration fee, you cannot have this where it changes. What would happen if the owners decided that they needed more money and therefore we want to charge R10 000 to each person who has colours. You cannot do it. You cannot have this situation where foals are registered and then you have to pay more. He said that this cannot be done. The TBA want to collect its money, why is this association helping it, surely the TBA can collect their own fees. He remembered a few years ago that Mr Ferraris was trying to collect money from the trainers for the medical aid and at the time, we were told categorically, that the NHA or the Jockey Club at that time, were not a debt collecting agency. Now all of a sudden, you are a debt collecting agency.

The Chairperson said that as previously explained, the foal levy funds are for the purpose of Equine health, which is at the heart of the whole industry and clearly within the objectives. This is totally different to debt collecting for trainers.

Adv Riley said that with due respect, all that had been needed was a response from Ms Kayiya to his letter to her explaining what these moneys were for and what these organisations do. Instead, there was complete radio silence and no transparency and it would appear that dictatorial statements are made.

Ms Kayiya apologised to Adv Riley for not replying to him directly. When the letter had arrived and was directed to both Ms Hartley and herself, the TBA being the body that we then hand the money over to, had assured us that Mr Scribante was going to respond via an e-mail and she did not wish to send an e-mail saying the same thing. She said that she was of the assumption that the TBA had written to him, which now appears that they did not.

Adv Riley said he accepted that it could have been easily resolved, but this just did not happen. He said that he had sat in these meetings for many years and the same problem arrives time and again.

The Chief Executive said that as the Regulator, we need to draw boundaries. The NHA collect the moneys and distribute the moneys to the TBA. The TBA is an associate body and Adv Riley would have every right to raise this, if the NHA collected this money and paid it over directly to ECR and to SAEHP, but we do not do this. He advised that the NHA follow the protocols and pay it over to the TBA. From the TBA, the money is going to ECR and SAEHP and if he had a problem with that, we are saying that this discussion should be raised with the TBA. The Registration fee is broken down into the various categories for transparency and more transparency is exactly what Advocate Riley is asking for.

The Chairperson said that the discussion was going around in circles and we should move on.

Adv Riley confirmed that he would raise this matter with the TBA.

The Chairperson asked if there were any other questions under General?

Mr Maree said he wished to raise skills development and transformation and felt that the NHA needed to look at this and try and get the Black community involved if we wish to keep racing sustainable, as he felt that this was very important.

Mr Maree said he wished to thank the National Horseracing Authority, especially Mr Hyde, for supporting him with the workriders' programme and giving him the backup he needed. He said that he had met with Mr Hyde on numerous occasions, who is fully behind us and that this certainly makes his job easier.

Mr Maree said that there are quite a few workriders that have gone overseas and this has shown that this training has been successful. Many of these workriders have become assistants, etc. He said he endeavours to make these men competent enough to be able to do the job properly. It is going to save a lot of money in the long run if these men are competent enough and have the skills and we do not have to stand behind them to support them. He added that he felt that it was very important to develop these men and make them competent so that we do not have to support them. The Black community will become the majority of our owners and trainers in years to come and we need to look at what else we can do to keep it going.

The Chairperson thanked Mr Maree for all the good work that he does for the industry.

The Chief Executive stated that Mr Maree had raised a good point about transformation. He added that the NHA live by transformation and do not merely talk about it. He said that as can be seen from our reports, we have made many inroads with Government. He requested Ms Kayiya to give the meeting a summary on what the NHA is currently undertaking around the country with regard to transformation.

Ms Kayiya advised that the NHA recognised that they needed to foster better relationships between Government and the NHA and also how we could grow the industry. We are looking at how best we can promote in terms of welfare, skills development and industry development and in terms of that sector, how can we build a bridge between traditional and thoroughbred racing. She said that the NHA had started off communicating with Government and confirmed that they had held meetings with the Department of Recreation in KwaZulu-Natal.

The Gambling Board in KwaZulu-Natal had come on board as well and we are therefore starting off in KwaZulu-Natal, as that is where we have the most buy in. Our first project is to start with Traditional Horseracing and try to see how best we can promote this in terms of welfare, skills development and industry development in terms of that sector. We are preparing training manuals and looking at how we can bring the riders from traditional racing to be trained. She added that the NHA would like to get to a point where we can have a pool of workers and skills, that we can actually cross over between the two industries. We have been looking at models like Australia, where they have traditional racing, as well as the main stream thoroughbred racing together.

Hopefully, we can get to a point where the traditional racing can also supplement in terms of our racing calendar and the thoroughbred industry. We are preparing a master plan that once completed, can be circulated to Parliament so that we can use KwaZulu-Natal as the flagship, as we roll it out across South Africa. Ms Kayiya added that South Africa is not the only place we are looking at and advised that we are also looking at Botswana, who would like us to assist in growing their industry, but our main focus at present is in South Africa.

Ms Kayiya added that the NHA are quite strong on transformation and development and one of our key objectives is also have a lot more women in racing. Women of colour in positions in terms of our administration to participate is also our focus. The Department of Sports and Administration is looking at an administration team to help with their horses and one of the things that they have said is that they would like to have a 60% female team of colour, just to help promote that transformation. That is some of the projects that we are currently working on and that we are really committed to developing. Hopefully we will also see better and stronger relationships between Government and ourselves. One of the things that Government has asked us to do is to really come on board and help them develop their industry and in turn, that will help us in terms of transformation and skills development on the thoroughbred side.

The Chairperson thanked Ms Kayiya and asked if there was any other business under General that anyone wished to raise.

Adv Riley said he had one more question regarding how it actually works with ex-Chairmen appointing Directors.

The Chairperson confirmed that this decision had come about as a Constitution change and was voted for in 2016 by the Members.

Adv Riley said that his difficulty was, and apologised to Adv Van der Merwe, that every one of Counsel that has been appointed recently, has been a member of Adv Joubert's Group. He said that his question is who would nominate them to the other Chairmen?

The Chairperson said that she did not believe that was entirely true and asked Mr Nalliah if he was related to Adv Joubert's Chambers at all.

Mr Nalliah advised that he was not an Advocate.

Adv Riley said he was referring to the Advocates that had been appointed, Adv Stais, who was no longer a Director. Everyone who has been appointed as a Director has been a member of Adv Joubert's Group. He said that he would like to find out who does the nominations and what other parties are considered. Adv Lebala was the exception. Adv Stais was, Adv Van der Merwe is, as is Adv Bhana and if there was any reason for this. He asked if this was a temporal co-incidence or if there was some nomination process?

The Chairperson pointed out that the Nominations process is conducted by the Nominations Committee and that they appointed Directors. This was voted in by the Members and is in our Constitution. They have a process and they appoint the Board. The Directors have no control or oversight of the Nominations Committee.

Adv Riley said that as he understood it, the ex-Chairmen can nominate Directors.

The Chief Executive confirmed that to be part of the Nominations Committee you have to be an ex-Chairman of the National Board, which is made up of four ex-Chairman who are members.

The Chairperson said that the Board was not part of the Nominations Committee, but she was aware that they consider a wide range of people and obviously not all the people are appointed.

Adv Riley requested that information be made available to Members of who else was nominated, other than the Counsel appointed. The Counsel that has been appointed have no connection to horseracing.

The Chief Executive said that from a Corporate Governance perspective, King IV makes it categorically clear that a board composition is made up of knowledge, skills, expertise, diversity and independence. Therefore, when you are questioning Adv Van der Merwe's position on the Board, he fulfils all this criteria. We require independence and diversity. You do not need to have a racing person. This is the criteria for an independent Director.

Adv Riley questioned whether the Chief Executive did not think that there was a coincidence that all the Counsel appointed came from Adv Joubert's Group. He said that there are at least 1 000 Advocates at the Johannesburg Bar.

The Chief Executive said that Adv Riley was questioning the Board on how other Committees operate. He said that there needs to be boundaries and that response should emanate from the Nominations Committee.

Adv Riley said that he thought he was being perfectly reasonable. What he was asking for was the Minutes of the Nominations Committee, confirming who was considered, to be made available.

The Chairperson said that this was not even made available to the Board. This was the process that the Members had put in place, namely a Nominations Committee who would appoint the Members of the National Board.

Mr Bruss said that the history of the appointment of the Nominations Committee was formed out of the arbitration that took place in 2015, when there was a stand-off owing to the refusal of the betting company Phumelela to fund the running costs of the NHA and it appeared at the time that they were using the election process to subvert the mechanisms by which people were appointed to the Board. There was a dubious process by which certain people were appointed to the Board by the election process. As a result, arising out of that arbitration it was suggested that the Nominations Committee would be a fairer way of appointing Board members, rather than leaving it up to the machinations of the election process, which appeared to be flawed. He said that for the purposes of transparency, it was decided that the previous Board Chairmen would be better placed to choose people for the Board and that they should act independently of the Board, so that there could be no chicanery or undue influence to appoint those people.

Mr Bruss said that those four Board Chairmen meet on a regular basis and in their own wisdom, they decide from their circles and their contacts who they think would be good candidates for the Board, taking into account the need for transformation and taking into account the various provincial requirements that are needed. He said that as Adv Riley was interested in this, he thought that it would be a good idea if he put his name forward to the Nominations Committee and then perhaps with his racing knowledge and background, he would be a very good Board member.

Adv Riley declined the offer.

Mr Bruss advised Adv Riley that as a Member he should write to the Nominations Committee and direct his question to them, as the Board is completely separate from that process.

Adv Riley said that it is not transparent to the Members and said that he would write to the Chairman of Nominations Committee.

The Chief Executive advised that the four members of the Nominations Committee are listed in the Annual Report and recommended that Adv Riley direct his queries directly to them. He added, that with all due respect to Adv Riley, in today's discussions he was pushing the boundaries with regard to the questions about the TBA and the Nominations Committee.

The Chairperson pointed out that as he was a Member and it was the Members who made the change to the Constitution, Adv Riley is entitled to write to the Nominations Committee and direct his concerns to them. The other requirement the Members requested was that we have independent appointees to the Board and she said that she applauded that decision and wished to say how much she, as a racing person, values the input from the independent people like Adv Van der Merwe and Adv Lebala, as well as Messrs Nalliah, Rosevear and Dolamo, who were all absolutely independent. She said that they bring to the Board their absolute neutrality and their input was greatly valued.

Adv Riley said that he accepted this and would direct his query to the Nominations Committee.

Mr Nalliah said that through his experience in Corporate Governance, when a Committee considers people, they would normally not name the so-called unsuccessful applicants, simply because that becomes a "negative" reflection in the market and is in the public domain that Joe Soap was considered by this Board and was not appointed. If he is then nominated to be considered by another Board, that Board will now want to know why was he not considered and he is not privy to that kind of information. He added that in naming the people who were considered and not appointed, he did not believe that was appropriate. Saying the Board had considered 10 nominations and from there chosen three, is more appropriate than naming people.

Adv Riley said that the second part of his question was who the initial proposer was?

Mr Nalliah said they are open to anyone to send a nomination.

The Chairperson said that in terms of the Constitution they may ask people for recommendations, but amongst the four they would put up names as to see who the person would be.

Mr Rosevear added that he was from the Financial/Commercial background. He said that we needed to look to transformation and people to sit in their capacity to serve the best interests as an independent.

The Chairperson thanked Mr Nalliah, Mr Rosevear and Mr Bruss for their input and asked if anyone wished to raise anything else under General.

The Chairperson advised that she would like to say a few remarks in closing.

As Chairperson, the Board and I are accountable to the Members and ensure them of our utmost commitment in the best interests of the industry in the widest sense. To the people working in it, the horses, everything.

There is no higher value in our industry than integrity. The essence of maintaining integrity is to make it clear that those who behave improperly and break rules, will be pursued, caught and punished. Thus, the would-be offenders are deterred and integrity is maintained. It is inherent in a role as regulator and in pursuit of maintaining integrity, that the NHA must be prepared to be and will be unpopular. A regulator that just aims to be popular would be a disaster. However, the NHA does deserve and should be respected.

Confidence in the control and conduct of racing has to be maintained for the good health of the sport and the wider industry. Racing is a big industry with many participants and many more are dependent upon it.

Sometimes those who work and live within different aspects of racing struggle to take a broad view. Stakeholders think first and foremost about what is best for them, which is often not what is best for other stakeholders, nor indeed for the industry in general. It is the responsibility of the NHA, as the national regulator, to see the big picture of the whole industry and the world outside it. This was and is particularly so in these extraordinarily challenging times.

The Chairperson said that she would like to thank the Management and Staff of the NHA for all their hard work, loyalty and dedication throughout the crisis of the pandemic and for getting the industry through it and continuing to do so.

The Chairperson thanked her fellow Directors for their support and guidance. Particular mention must be made of Mr Ken Truter and Mr Robin Bruss who complete their three-year term of office at the close of this AGM. In terms of the Constitution, the Nominations Committee can re-appoint a retiring director to the Board should he be willing to serve.

The Chairperson thanked the Members for coming out today and for the Proxies that had been received.

The Chairperson closed the meeting at 13:10.

S E Rowett
Chairperson