

CGF Research Institute (Pty) Ltd Corporate profile

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CGF Research Institute (Pty) Ltd

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Introducing CGF

- CGF Research Institute (Pty) Limited ('CGF') was founded in 2004
- CGF is a Proudly South African company that provides the following corporate governance services:
 - desktop research on Corporate Governance
 - board evaluation
 - board skills matrixes
 - strategic management consulting
 - outsourced company secretariat services
 - minute-taking & scripting
 - implementing a **Corporate Governance Framework®**, making use of Praefectus™ software
 - coaching & mentoring of directors / executive management
 - executive learning & facilitation
 - leadership management programmes
 - policy reviews / policy writing
 - Integrated Reporting
 - executive search & placements
 - corporate governance & ethics training (known as **Governance Beyond Boards®**) which caters for large corporates to small & medium sized businesses
 - CIPC submissions
- CGF is privately owned, and contracts professional Lead Independent Consultants -- under the leadership of Terrance Booyesen (CEO) and Jene' Palmer (CFO) -- to fulfill its wide ranging corporate governance services
- CGF is a Level 4 B-BBEE compliant South African company

Introducing CGF (Continued)

- CGF's well known web-based **Corporate Governance Body of Knowledge®**-- which houses a wide range of governance research material -- is unique in South Africa and is used by directors, managers and prescribed officers of many organisations. The product boasts many additional tools that unlock immediate consulting and risk management opportunities across all business segments
 - the research covers many aspects spanning a broad range of governance issues and is offered to clients on a subscription basis, following the purchase of a base license
 - the research is designed to create a high-level awareness and understanding of issues impacting the Board, the CEO, Executive Management and all employees of the organisation and is presented in a simple, practical manner, offering guidelines and thought provoking insights. It covers numerous facets of King I - IV, BASEL I & II, PFMA, Sarbanes-Oxley, Cadbury's, Higgs', including a variety of local and international commissions, laws, reports and articles and further deals with issues ranging from the role and responsibilities of directors, company secretaries and auditors, social and economic impacts through to multiple governance recommendations
- The **Corporate Governance Framework®**, powered through the **Praefectus™ software**, is once again another powerful and unique CGF differentiator. Through the Praefectus™ software, the Board's actual governance performance is measured across all the organisation's strategic and operation business elements
 - this is especially important where remote directors are managing the activities of subsidiary organisations or where there is potential risk for non-executive directors
- CGF contracts with many GRC (governance, risk and compliance) suppliers to unlock additional business opportunities as required by its blue-chip clients through Value Added Re-seller agreements (VARs)

“Through the knowledge of people, CGF will assist companies to achieve better governance results which are faster, more sustainable and measurable with immediate and positive impacts on their business.”

Terrance M. Booyesen, March 2004

The CGF Executive Team

- Experience
- Qualifications



Terrance Booyesen - CEO

- Founder of CGF in 2004
 - Shareholder & executive director of CGF
 - Served 18 years in the SA financial services market
 - Widely recognised for thought leadership & innovative approach as an independent executive consultant
 - International experience as an e-business strategy consultant
 - Subject matter expert in corporate governance
 - Regular key-note speaker on corporate governance
-
- Executive Management Programs through Stellenbosch University
 - Executive Management Programs in Belgium & Germany (Professional Consulting & Business Transformation)



Jenè Palmer - CFO

- Shareholder & executive director
 - Joined CGF in July'14
 - Experience in the corporate environment, having fulfilled CEO positions in JSE-listed & non-listed companies
 - Leadership expertise, strategy development, financial management & business optimisation
 - Gearing companies for acquisition
 - Jenè's passion is assisting companies reach their full potential & overcome the challenges posed by an economic downturn, weak strategic direction, operational inefficiencies or financial distress
 - Practical experience in implementing business rescue
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- Chartered Accountant (SA) 1998
 - Bachelor of Accounting Science (Hon) (UNISA) 1993
 - Bachelor of Commerce (University of Natal) 1991

The CGF Team (Honorary patrons: 2009 - 2013)



Dr. Mathews Phosa
2009 - 2011



Prof. Shirley Zinn
2009 -2011



**Devi Sankaree
Govender**
2010 - 2012



Michael Judin
2011 - 2013



Bernard Peter Agulhas
2011 - 2013



Tina Eboka
2011 - 2013

The CGF Team (Honorary patrons: 2012 - 2018)



Wendy Luhabe
2012 - 2014



Prof. Jonathan Jansen
2012 - 2014



Amy Kleinhans-Curd
2013 - 2015



Prof. Steven Friedman
2014 - 2016



Adv. Thuli Madonsela
2015 - 2017



Edward Chr Kieswetter
2015 - 2017



Christine Ramon
2015 - 2018



Russell Loubser
2016 - 2018

The CGF Team (Honorary patrons: 2017 - 2022)



Prof. Michael Katz
2017 - 2019



Monica Singer
2017 - 2019



David Loxton
2018 - 2022



Ramani Naidoo
2018 - 2022

The CGF Team (Corporate patrons: 2009 - 2020)



**ContinuitySA - Platinum
(2009-2011)**



**Spescom - Silver
(2009-2011)**



**iS Partners - Bronze
(2010-2012)**



DQS South Africa
Member of DQS-Group

**DQS South Africa - Bronze
(2012-2014)**

Rifle-Shot Performance Holdings

*Enabling Exceptional
Operational Performance*



**Rifle-Shot Performance Hlds -
Bronze
(2011-2020)**

Why Corporate Governance?

In these times of increased corporate scrutiny and governance reforms, the sustainable public and private enterprise needs to ensure their existing and aspiring directors, including executive and senior management, and prescribed officers, have sufficient knowledge of the universal principles of corporate governance and the broad regulatory compliance requirements. This knowledge - together with a comprehensive understanding of their duties and responsibilities - enables them to make sound decisions that ethically represent the interests of a wide range of institutional and other stakeholders of the organisation.

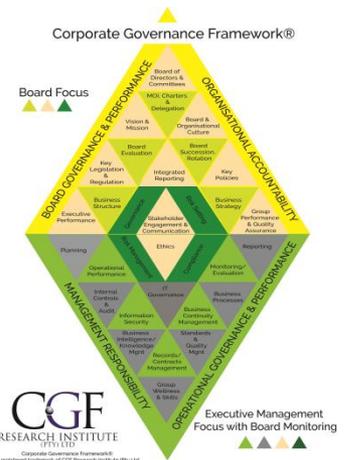
Corporate governance has become an issue of global importance. The public's response to corporate scandals and collapses -- locally and abroad -- has highlighted the need to satisfy a broad spectrum of governance measures, moreover to understand the effects that poor corporate governance has across the organisation's supply chain.

Organisations of all sizes in South Africa need to develop and apply sound corporate governance principles and institute high ethical values for the benefit of investors, their stakeholders and the communities in which they operate. Accordingly, they require additional assistance to tackle the huge challenge of understanding its broadness and where to begin, besides instilling a greater awareness of -- and compliance to -- good corporate governance amongst all stakeholders; be that employees, customers, suppliers, investors or the regulatory authorities.

CGF - Making governance simple, relevant and meaningful

CGF is able to assist clients by providing a **Corporate Governance Framework®** and services that will aid an organisation's own governance function to fulfill its broader objectives when expanding these principles and values to its stakeholders.

Customers cite the ability to have access to aggregated sources of condensed information across such breadth of subjects as the number one benefit of the CGF research and software solution, followed closely by the significant cost savings associated with not conducting the research in-house, which runs into several man-years and hundreds of thousands of Rands spent in publications and other materials.



The development of the digital Corporate Governance Framework®

As a joint shareholder of CGNet SA (Pty) Ltd ('CGNet'), CGF Research Institute (Pty) Ltd and its partners developed software that powers the digital **Corporate Governance Framework®**. CGNet's flagship corporate governance product -- **Praefectus™** -- is made available to clients via local and international distributors.

Praefectus™ comprises an end-to-end dashboard, complemented by an integrated governance, risk and compliance ('GRC') assessment of the organisation's overall GRC status in a quasi real-time manner. Praefectus™ also hosts the Corporate Governance Body of Knowledge® which offers clients a wide selection of GRC intellectual property to assist them in their knowledge and understanding of many GRC related topics, least also its application within Praefectus™.



As a distributor of Praefectus™, CGF is able to deploy the software within an organisation to:

- drive accountability, with a singular overview of the organisation's strategic and operational governance status in quasi real-time;
- reduce the vulnerability of the organisation's board, especially that of the non-executive directors, by providing improved oversight and monitoring of the organisation's key areas of business;
- embed a changed culture at all levels within the organisation and its supply chain;
- provide heightened measures of assurance for the organisation's board, executive management and other key stakeholders; and
- enhance stakeholder (particularly investor) confidence in the organisation, its board and executive management.

The Praefectus™ software applies to profit, non-profit, listed and public sector organisations and it has the means to provide aggregated GRC assessments across multi-jurisdictional business operations. Praefectus™ is designed to show multiple views of how the organisation is being directed and controlled, and together with the organisation's supporting evidence, the organisation is able to satisfy the combined assurance processes, including up-holding the 6-lines of defence.

“The governance blue-print for the organisation”

About CGF's Corporate Governance Body of Knowledge®

CGF provides regular articles and monthly reports to its subscribing customers via the **Corporate Governance Body of Knowledge®** web-based product. The content of this material is drawn from many sources. Most of these sources are provided to allow the reader the opportunity to reference more detailed information if such a need arises. Moreover, CGF customers are also provided the contact details of each subject-matter-expert (SME) -- who peer reviews CGF's reports -- in order that they may seek further assistance from these SMEs when necessary.

The nature of these reports is to continuously 'feed' CGF's **Corporate Governance Body of Knowledge®** in order to provide the reader a wide source of intellectual capital with bearing on corporate governance related matters. In many respects, this service acts as an 'intelligent research engine' for its customers, by including the ideas, experiences or opinions shared with CGF by its wide audience, including the external SME peer reviewers who verify the accuracy of each report.

CGF's reports are compiled objectively - the material is provided in a transparent manner - for the benefit of all its audience.

The nature of CGF's reports is to provide its audience - whether an expert or not - a broad perspective and understanding of various issues relating to governance as it would be seen in the business sector. Due to the complex nature of the topics, including its detail and volume, CGF summarizes many areas to provide the reader an overview of the various topics and its salient points.

CGF's reports serve as a **framework** for additional information for those readers with a more detailed knowledge and understanding of governance related matters.

Additional information can easily be **integrated** to CGF's reports and **customized** according to those areas considered strategic to the organisation.

"Empowering business, growing people through good governance. Knowing matters!"

Terrance M. Booyesen, January 2013

About CGF's Governance Beyond Boards® Interventions

Globally, corporate governance, risk mitigation and compliance (GRC) has emerged as a discipline that needs to be thoroughly understood and effectively implemented by an organisation in order to optimally enable the achievement of its strategic direction and to guide operational conduct. Organisations of all sizes need to develop and apply sound GRC principles and institute high ethical values for the benefit of investors, their stakeholders and the communities in which they operate. Failure to do so will have devastating consequences for the organisation's stakeholders and supply chain.

Against this backdrop, CGF has over the last fourteen years developed and presented its well known **Governance Beyond Boards®** Intervention -- both privately and publically -- in South Africa, Namibia, Zimbabwe, Swaziland and Tanzania. This 2-day Intervention is unique, with key learning areas that unlock the practical value attached to sound business practices and improved ROI.

The presenter of this Intervention -- Terrance Booyesen -- has received many accolades for his insights into this complex topic. His ability to bring across key learning points in a simplified manner, so that all his delegates can derive immediate benefit, has been applauded by many. Through Terrance's acclaimed GRC articles throughout the years, he is able to capture many examples of his articles within his lecturing on this topic. These Interventions are well timed, particularly in South Africa as organisations deal with changes in the Companies Act 2008, *King IV™ and the new consumer 'sunshine laws'.

This Intervention is recognised and endorsed by the Institute of Risk Management (IRMSA).

Terrance is recognised by the *World Without Corruption International Alliance Foundation* for his work against corruption and advancing the *United Nations Convention Against Corruption* (2012), he is also recognised by the *Worldwide Who's Who®* organisation (2013) for his business accomplishments and knowledge within the arena of corporate governance. He was named the winner in the *SADC Regional Awards* (2014) as well as the *SA Country Awards* (2014) winner in the SME sector category for his leadership role across Southern Africa and South Africa in the area of corporate governance. Through these recognitions, he forms part of an extensive international network comprised of diverse and talented professionals.

* *The King IV™ Report on Corporate Governance for South Africa for 2016 is the intellectual property of the Institute of Directors in Southern Africa - <http://www.iodsa.co.za/?page=AboutKingIV>*

About CGF's Corporate Governance Framework® Workshops

This 1-day practical workshop provides delegates insights that assist them to actually build a *Corporate Governance Framework®* for their organisation. Cutting past the rhetoric and academic hype, delegates spend the day discussing the components and then they draft their own ***Corporate Governance Framework®***.

As the governance *blue-print* of the organisation, this workshop provides delegates an understanding of the various components required for a Corporate Governance Framework®. After the day session, delegates have a clear understanding of their shortfalls, and with this knowledge they are equipped to rapidly fill the gaps in their respective organisations. By not blue-printing the organisation's Corporate Governance Framework®, the organisation will forever be on the back-foot. And with the ever-increasing risks and burdening legislation, organisations can be rapidly drawn into the quicksand, where profit making and sustainability becomes more of an illusion. There's no doubt that business must make profit, and if the organisation's governance framework is missing or lacking, they should expect the inevitable.

The presenter of this workshop -- Terrance Booyesen -- has received many accolades for his insights into this complex topic. His ability to bring across key learning points in a simplified manner, so that all his delegates can derive immediate benefit, has been applauded by many. These workshops are designed to extract maximum value from the lessons learnt at CGF where these are shared with the delegates who are required to direct and manage an organisation through a robust Corporate Governance Framework®. When it comes to preparing and compiling a Corporate Governance Framework®, which is a strategically critical document and process for any type of organisation, careful attention and an understanding of the business and its risk appetite is required. Getting this framework and its components wrong can have devastating results upon the organisation, not least the organisation's ability to attract astute investors, directors, employees and customers. This workshop is recognised and endorsed by the Institute of Risk Management (IRMSA).

Terrance is recognised by the *World Without Corruption International Alliance Foundation* for his work against corruption and advancing the *United Nations Convention Against Corruption* (2012), he is also recognised by the *Worldwide Who's Who®* organisation (2013) for his business accomplishments and knowledge within the arena of corporate governance. He was named the winner in the *SADC Regional Awards* (2014) as well as the *SA Country Awards* (2014) winner in the SME sector category for his leadership role across Southern Africa and South Africa in the area of corporate governance.

CGF: A participant in the World Without Corruption Programme



Our collective goal is to have prominent representation of NGOs worldwide to get the private sector involved in our activities since WWC Programme allows broad participation of business to further Articles 13 and 14 of UNCAC to offer support for the national governments' effort to become compliant with UNCAC provisions.

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