

## ANNUAL REPORTS 2023

### BOARD COMMITTEE REPORTS

#### SA HEART® BOARD AUDIT AND RISK COMMITTEE (“BARC”)

##### Committee members

Mr François Mintoor (Chair), Prof Eric Klug, Mrs Robyn MacMhaoigh, Dr Thomas Mabin (effectively retired 05 August 2023 from the BARC) and Dr Alfonso Pecoraro.

- The BARC is in the process to review SA Heart®’s MOI, its Board Charter and the BARC terms of reference. The BARC was seeking legal input to ensure alignment to all legal and regulatory requirements from a compliance perspective.
- On 6 February 2023 the BARC deliberated and agreed to recommend the 2024 financial year budget to the Board for approval. It was agreed that subject to the 2023 Congress, the projected surplus would change. The Board initially approved a budget with a projected surplus of R2.5m for the 2023 Congress.
- At the February BARC meeting, the BARC deliberated and recommended salary increases of 5.4% (sources used were the Reserve Bank, Investec Bank and Focus Economics). At the time the BARC considered the weak rand, rising oil prices and the decision of the US federal reserve bank decisions as part of the inflation increases / decrease. At the time of the approval, South Africa was not within the target inflation rate range of 3% - 6% (6.9%).
- BARC approved the management accounts as at 31 January 2023. Budgeted surplus for the 2023 financial year, up from R2.5m - R3.2m.
- Contract with Sandton CC approved via the BARC, by the Board for the 2023 Congress meeting.
- SLA in place with the PCO: BARC resolved and recommended for approval an SLA to be in place with the PCO (Service provider to the Congress), i.e. to ensure we agree on certain deliverables.
- The BARC was deliberating on Cyber Risk / Insurance related matters, i.e. to ensure the safeguarding of our Members confidential information. The BARC would be having meetings with potential service providers in this regard. We are in the process of resolving this and will provide the Members with comfort on same.
- SA Heart® PR initiative: the BARC deliberated and recommended to the Board a budget proposal which included a comprehensive all-encompassing annual marketing project budget. The Board approved the same with a well-established, well-known organisation.
- 2024 SA Heart® Congress: at the date of this report, the BARC via an ad-hoc committee was in the process of setting up interviews with potential PCO’s for the 2024 SA Heart® Congress meeting. The outcome of same would be communicated to the Members.
- At the 05 August Board meeting, the BARC deliberated and recommended for approval to the Board an updated Risk Register, after which the Board approved the same.
- Standing Operating Procedures (SOP): at the 05 August 2023 meeting, the BARC deliberated on SA Heart®’s SOP and recommended the same to the Board for approval, after which the Board approved the same.

At the 05 August 2023 Board meeting, the BARC provided feedback on SA Heart®’s 2023 Annual Financial Statements, which was also tabled to the Board for approval:

- Annual Financial Statements (“AFS”), for the year ended February 2023, together with the Solvency and Liquidity ratios were tabled and discussed;
- The Chair of the BARC, together with Ms Dau met with the External Auditors to discuss same with some recommended changes;
- Materiality had been set at R72 000.00 and no material issues were identified;

- No going concern issues (considering SA Heart®'s strong cash flow position);
- SHARE remains active and generating its respective funding;
- The Auditor advised that no control weaknesses were identified;
- No matters concerning fraud were identified;
- No material events occurred after year end;
- The Audit opinion is an unqualified report, meaning the AFS present fairly, in all material respects, the financial position of the SA Heart® NPC;
- Annual Returns are up to date;
- No change in the Audit approach;
- The sample size of testing increased, in line with the increase in revenue and expenses;
- The significant increase in trade and receivables was due to a timing issue, i.e. the receiving of funds from the Members and Sponsors;
- The significant surplus of R3m, up from R1.7m (2022) was due to the excellent 2022 Congress meeting, surpassing the initial budgeted surplus of R2.5m; and
- Total cash R11.3m increased from R9.3m as a result of the Congress surplus and investment / interest income.

After due deliberation, the Board approved SA Heart®'s AFS.

**François Mintoor**  
**Chair, Board Audit and Risk Committee**

## **SA HEART® EXECUTIVE COMMITTEE**

### **Committee members**

Prof Eric Klug, Dr Blanche Cupido, Mr Joseph Shaw, Dr Iftikhar Ebrahim, Prof Karen Sliwa, Ms Erika Dau, Dr Alfonso Pecoraro, Deon Bezuidenhout and Martin Mpe.

Four meetings of this Committee were completed (February, March, May and June) and 2 cancelled (April and July).

Content and decisions made at these meetings are covered in the President's report of 2023.

In addition, early part of the year discussions were successful in recruiting members to sign up on the new portal, with a requirement to re-register. The ESC and our involvement with them was formalised, and SA Heart® organised a session at the ESC Congress in Amsterdam in August 2023. Participating in the Global Community session, 3 presentations highlighting basic and clinical research performed in South Africa were delivered followed by a panel discussion. Members of SA Heart® participated more broadly in the ESC Congress, including SHARE.

The 24th Annual SA Heart® Congress is to be held at the Sandton Convention Centre from 8 - 10 November 2024, for the final time in this rotation, with Dr Ahmed Vachiat as Chairman. The theme of this Congress will be "Cardiac Connections". The Cape Town International Convention Centre (CTICC) has been reserved for the 3 years following from 2025.

The Committee will reconvene in September 2023.

**Eric Klug**  
**SA Heart® President, Acting Chair**

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### SA HEART® NOMINATIONS COMMITTEE

#### Committee members

Mrs Robyn MacMhainigh (Chairperson), Prof Eric Klug and Dr Martin Mpe.

#### The appointment of a Stakeholder Relations Manager

The Board has decided to appoint a third employee to manage the relationship within the organisation (e.g. the Board, committees, and branches) and between the organisation and external stakeholders such as industry, funders, the public, and the special interest groups. This employee will also oversee the marketing efforts of the company to ensure that there is cohesion.

Two recruitment agencies, Medi-Recruit and Vulcan Recruitment, have been appointed to assist in this process. The anticipated start date, depending on the recruitment process is 1 November 2023 or 1 February 2024.

#### The management of the shortlisting of applicants for new and co-opted Board members

The Nominations Committee assisted the Board with the replacement of directors following the resignation of Dr Tom Mabin and Dr Tawanda Butau before the end of their term and the passing away of Prof Deon Bezuidenhout. Dr Tony Dalby and Ms Mandi Fine were appointed as new Board members whilst Dr Tim Pennel was co-opted to complete the term in lieu of Dr Butau.

The term of the current Board members, besides that of Prof Eric Klug (ends 2024), Dr Tony Dalby (ends 2026) and Ms Mandi Fine (ends 2026) comes to an end of the normal 3-year Board cycle.

A call for nominations was out to members in early August 2023. All Board members are eligible for re-election except for Ms Robyn MacMhainigh who is emigrating in 2024. Dr Martin Mpe, Mr Francois Mintoor and Dr Alfonso Pecoraro have indicated that they would not avail themselves to stand as directors for the next period.

The Nominations Committee has overseen the process of managing the nominations process and shortlisting the independent Board members (one with legal and the other with accounting and governance experience) for approval at the company's AGM. The process with regard to the nominations of ordinary Board members has also been dealt with by the nominations committee together with the Board.

#### Robyn MacMhainigh

#### Chairperson, Nominations Committee

### SA HEART® SOCIAL AND ETHICS COMMITTEE

#### Committee members

Dr Martin Mpe (non-executive Board Member and Chairperson), Dr Tawanda Butau (resigned from the Board in the first quarter of the year), Prof Deon Bezuidenhout (passed on in April 2023) and Dr Hanneke Dannheimer (nominated SA Heart® member).

The Committee has yet to meet in the current year for logistical reasons. The ongoing mandate has been the engagement with the National Department of Health and the establishment of the Ministerial Advisory Committee on Non-Communicable Diseases (NCD).

The CVD Indaba was held in November 2022 in Sandton. Despite the invitation, the Minister of Health and the DG for the National Department of Health (NDoH) did not attend the meeting. The Indaba was arranged under the auspices of the NDoH, and a representative of the NDoH NCD portfolio was a member of the organising Steering Committee. A declaration was adopted and signed by the delegates who attended the Indaba.

There are challenges with having the Johannesburg declaration resulting from the CVD Indaba signed by the Minister. The DDG, Primary Health Care, Jeanette Hunter, who hadn't been part of the Indaba, thinks that certain aspects of the declaration - like food security, housing, etc. - contribute to health but do not fall under the mandate of the Department of Health. Thus, the Minister of Health could not sign.

A meeting with the Department of Health, Jeanette Hunter and other stakeholders is scheduled where the objectives of the Indaba will be reiterated, and the importance of an NCD statutory Advisory Panel or Ministerial Advisory committee will be reiterated. The engagement is ongoing.

SA Heart® representatives in the NCD Steering Committee are Blanche Cupido, Nqoba Tsabedze and Martin Mpe.

**Martin Mpe**  
**Chairperson, Social and Ethics Committee**

## **SA HEART® STAKEHOLDER RELATIONS COMMITTEE**

### **Committee members**

Prof Eric Klug (ex-officio, chair), Chairs of Standing Committees, Chair of SHARE committee, Editor in Chief of SA Heart® Journal, Presidents of Special Interest Groups, Presidents of Regional Branches and Representatives of Device and Pharma industry.

This Committee brings together the various standing committees (Ethics and Guidelines, Education, MFD), the SHARE Committee, SA Heart® Journal, the 8 Special Interest Groups (SIGs), the regional branches and Industry. One meeting has occurred, where the majority of representatives could be available (03 August 2023). Important areas of discussion included:

- Improving the interaction and value in the relationship between Industry and SA Heart®. There is a significant need for industry and our members to have a mutually beneficial relationship. This relationship requires guidelines as outlined in the sponsorship document but must also include a joint working group on honorarium payments for talks, advisory boards, and general meetings where advice is sought. Creating a channel for SA Heart® endorsement of industry sponsored meetings can be meaningful, engaging the public and having representation of the public in shared platforms will be important. Ongoing education of the SA Heart® membership in the professional challenges (medical and non-medical) that are part of medical practice can be a shared undertaking. The MFD, Ethics and Guidelines, and Education Committee will need to pursue strengthening this relationship.
- Resurrecting the KwaZulu-Natal and Free State regional committees has been advanced. Dr Kgomo Moroka in Bloemfontein and Dr Rohan Lutchman in Durban will complete this task. The Johannesburg, Pretoria and Western Cape branches are active and financially sound.
- The SA Heart® Journal enters a new phase, with the end of Prof N. Ntusi's period of editorship. It was agreed that Dr B. Cupido will edit the Congress October edition and a new Committee formulated and new Editor named, to be handled by Dr Anthony Dalby (Board member). The next year will be crucial for the Journal, identified as an important asset by the MFD Committee, but the Board still may exercise judgement and close the Journal if it continues to be a liability.
- Professor N. Tsabedze will lead the World Heart Day activities in 2023, including SA Heart®, but will probably only be able to organise a more broad-based event in 2024.
- The educational grants offered to deserving SA Heart® members that require financial assistance to the SA Heart® Congress is a significant issue in 2023. Industry appears to have a lack of trust in the process, but a detailed report by Dr B. Cupido illustrated the professional, unbiased approach taken by SA Heart® in granting these monetary awards. It may be required that SA Heart®, some SIGs, and regional branches will have to contribute to this fund. Industry has been engaged several times on the matter, but they continue to pursue their own agenda.

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- Some SIGs are functioning well and are financially independent. SASCAR have appealed for greater involvement by the clinical disciplines. Not all SIGs are functioning according to their terms, including having a functional committee, elections, and broad consultation. A Stakeholders Relations Manager is being recruited, and this may be an important task to resolve. LASSA again identifies itself as being low on future leadership, and this has been an ongoing issue, with no resolution in the near future. HeFSSA, PCSSA, SASCI / ISCAP, CASSA have been active and are vibrant.
- The Education Committee is a highly functional committee, under the leadership of Dr B. Cupido, organising a very successful Fellow Workshop, aiding the social media interface and the SA Heart® Journal Club, has continued, albeit less supported by the membership. All members, in their capacity as members of the different committees, SIGs and regional branches have contributed to this monthly, important event. It does require broader support and a committed group of leaders.
- The Media, Funder and Digital Committee (MFD) is established under the leadership of Dr D. Jankelow, helped by Board member, Ms M. Fine. Provisional committee has been established and will be formally voted on at the next AGM. This Committee will be crucial in the further expansion of SA Heart® and its impact. The previous private practice committee of SA Heart® has been dissolved, and replaced with this Committee which indeed has a broader mandate.
- Ethics and Guideline Committee, under the leadership of Dr P van der Bijl has been very active and produced guidelines during the year.
- The interaction with government was outlined by our acting Board Chair, Dr M. Mpe. The Cardiovascular Indaba, which met toward end of 2022, and which produced a declaration on NCD, has not been fully signed by the Minister of Health. We have had very little impact in this arena, and it remains a disappointment to us all.

The Stakeholder Committee remains crucial in the SA Heart® structure, offering an opportunity for broad based consultation amongst a wide area of representation within SA Heart®. We must endeavour to meet more frequently.

**Eric Klug**  
**Chair, Stakeholder Committee**