



TERMS OF REFERENCE FOR DIGITAL DZONGA, A COMPONENT OF THE DEPARTMENT OF COMMUNICATIONS

1 Introduction

The Minister of Communications (“the Minister”) intends to establish Digital Dzonga as a government component of the Department of Communications (“the Department”) to oversee and co-ordinate South Africa’s preparation and readiness for a full switchover to digital television by November 2011.

The Minister will appoint the head of Digital Dzonga who will report to the Head of Department of Communications on amongst other things policy implementation, performance, integrated planning, budgeting and service delivery. The Head of Department will advise the Minister on the operation and administration of Digital Dzonga.

The Minister has appointed the non-executive advisory board of Digital Dzonga comprising representatives from government, consumer groups, broadcasters, manufacturers and the regulator, ICASA. The Digital Dzonga Advisory Board will provide strategic advice and guidance to Digital Dzonga and the Minister and will assist with South Africa’s migration to digital television.

2 Name

The government component will be called Digital Dzonga.

3 Legal status

The Minister will request the establishment of the Digital Dzonga as a government component in terms of section 7A of the Public Service Act, 1994 within the Department of Communications.



4 Functions of Digital Dzonga

The functions of Digital Dzonga are-

- 4.1 to oversee and manage the broadcasting digital migration process to ensure South Africa's preparation and readiness for a full switchover to digital television;
- 4.2 to, with the approval of the Minister, develop, a Broadcasting Digital Migration Implementation Plan-
 - 4.2.1 on migration to digital broadcasting by South Africa's terrestrial television services; and
 - 4.2.2 to assist low income and special needs groups to switch to digital television;
- 4.3 to monitor and review the implementation of the Broadcasting Digital Migration Implementation Plan and make recommendations to the Minister on the implementation of the Broadcasting Digital Migration Implementation Plan and any amendments thereto;
- 4.4 to provide strategic guidance to the Minister and the Department regarding the migration to digital broadcasting;
- 4.5 to co-ordinate and provide a forum for discussion by digital migration stakeholders on all matters related to migration to digital broadcasting;
- 4.6 to consult with representatives of consumer groups, to ensure that their views are considered in the migration process;
- 4.7 to communicate with the public on the digital migration process;
- 4.8 to conduct research on the digital migration process nationally and internationally;
- 4.9 to address conformance issues including the branding and marketing of a digital television logo for digital television equipment; and
- 4.10 to liaise with other departments and agencies to ensure a smooth transition to digital broadcasting..



5 Reporting

The head of the government component will report to the Head the Department on all matters including on the Broadcasting Digital Migration Implementation Plan, performance of Digital Dzonga and integrated planning and budgeting.

6 Funding

The Department will designate a budget for Digital Dzonga which will be funded from the budget vote of the Department.

7 The Digital Dzonga Advisory Board

7.1 The Minister has appointed the Digital Dzonga Advisory Board (“the Advisory Board”), which will be the non-executive advisory board of Digital Dzonga.

7.2 The Advisory Board shall give strategic guidance to the Minister and to Digital Dzonga and will assist the Minister, the Department and Digital Dzonga to ensure that the migration from analogue to digital broadcasting is achieved in a swift, effective and co-ordinated manner.

7.3 The Advisory Board will provide strategic advice and assistance on amongst other things:

7.3.1 monitoring and evaluating the digital migration process;

7.3.2 research;

7.3.3 technology and standards;

7.3.4 broadcasting infrastructure; and

7.3.5 communications.



8 Composition of the Digital Dzonga Advisory Board and term and vacation of office

8.1 The Advisory Board comprises members from government, consumer groups, broadcasters, manufacturers and ICASA who possess suitable qualifications, expertise and experience in, amongst other things, broadcasting, policy and regulation, electronic engineering, economics, consumer issues, technology and frequency band planning, management any other skills that may be considered necessary to ensure that the migration from analogue to digital broadcasting is achieved in a swift, effective and co-ordinated manner.

8.2 The Advisory Board consists of:

8.2.1 the chairperson,

8.2.2 ten members representing various stakeholders including consumer groups, organised labour, broadcasters and manufacturers in the broadcasting industry;

8.2.3 the Executive Director of Digital Dzonga, appointed *ex officio* and as a non-voting member of the Advisory Board;

8.2.4 a mandatory representative from government; and

8.2.5 a mandatory representative from ICASA.

8.3 The Minister appoints members of the Advisory Board from nominations received from government, ICASA, the broadcasting industry, consumer bodies and the general public following a call for such nominations, provided that the representatives of the Advisory Board from government and ICASA are mandatory members of the Advisory Board and are not appointed through a public nomination process.

8.4 The Minister appoints the chairperson and deputy chairperson of the Advisory Board.

8.5 The chairperson of the Advisory Board:



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- 8.5.1 must cause meetings of the Advisory Board to be convened;
 - 8.5.2 is empowered to convene a special meeting of the Advisory Board;
 - 8.5.3 determines arrangements, the agenda and proceedings for meetings; of the Advisory Board; and
 - 8.5.4 shall preside at all meetings of the Advisory Board and shall be responsible for the proper conduct of its meetings; and
 - 8.5.5 will represent the Advisory Board before the Minister, the Department of Communications, Digital Dzonga and the public;
- 8.6 In the absence of the chairperson, the deputy-chairperson shall take the chair at a meeting of the Advisory Board and shall perform all the functions of chairperson.
- 8.7 The deputy Chairperson does not automatically succeed as Chairperson if the office of chairperson becomes vacant.
- 8.8 A member of the Advisory Board holds office for a period of five (5) years and is eligible for re-appointment on expiry of his or her term of office, but may not serve more than two consecutive terms of office.
- 8.9 A member of the Advisory Board vacates office if that member-
- 8.9.1 is removed from office by the Minister as contemplated in subparagraph 8.10 ; or
 - 8.9.2 resigns by written notice addressed to the Minister.
- 8.10 The Minister may remove a member of the Advisory Body:
- 8.10.1 for serious misconduct;
 - 8.10.2 for permanent incapacity;
 - 8.10.3 for absence from three consecutive meetings of the Advisory Board:



(i) without the prior permission of the chairperson of the Advisory Board or

(ii) unless the member shows good cause; or

8.10.4 for engaging in any activity that may undermine the functions of the Advisory Board.

8.10.5 Conflict of interest

Members-

8.10.5.1. must make a full disclosure of any conflict of interest including any potential conflict of interest;

8.10.5.2. may not vote, attend or participate in any proceedings of the Advisory Board in relation to any matter before the Advisory Board in respect of which they have a conflict of interest; and

8.10.5.3. must comply with any decision of the Advisory Board as to whether they are entitled to participate in any particular proceedings of the Advisory Board.

8.10.6 For purposes of this clause a member has a conflict of interest if-

8.10.6.1. the member, or a family member, partner or business associate of the member is applying for, or has a financial or other interest in a business that is involved with the Digital Dzonga; or

8.10.6.2. the member has any other interest that may preclude, or may reasonably be perceived as precluding the member from performing the functions of a member in a fair, unbiased and proper manner.

8.10.7 Any disclosure in terms of clause 8.10.5.1 any decision of the Advisory Board in terms of clause 8.10.5.3 must be recorded in the minutes of the Advisory Board.

8.11 Any vacancies in the Advisory Board will be filled after following the procedures in paragraph 8.3 above.



9 Meetings of the Digital Dzonga Advisory Board

- 9.1 The members of the Advisory Board shall meet together for the dispatch of business, to adjourn and to otherwise regulate their meetings as they think fit. Such meetings shall be held at a time and place as may be fixed by the members or the Chairperson. The Chairperson may at any time, summon a meeting of the members.
- 9.2 The Chairperson, or in the Chairperson's absence the deputy Chairperson, must preside at meeting of the Advisory Board.
- 9.3 If the Chairperson or deputy Chairperson of the Advisory Board is not present within fifteen (15) minutes of the time appointed for holding the meeting, or is unwilling to act as Chairperson at that meeting, the members present may choose one of the members to preside for purposes of that meeting.
- 9.4 Meetings of members shall be governed by a majority vote of voting members present at any duly convened meeting, provided that a quorum of one-third (1/3) of the voting members are present at that meeting.
- 9.5 At any meeting a resolution put to the vote of the meeting must be decided on a show of hands.
- 9.6 In the case of an equality of votes, the Chairperson of the meeting at which the show of hands took place, is entitled to a second or casting vote.
- 9.7 Members shall personally attend meetings provided that if a member is unable to attend a meeting, such member may nominate a representative to attend the meeting on his/her behalf, as an observer at the meeting. The nominated representative will attend a meeting as an observer only and will not be entitled to vote on any matter.
- 9.8 The nominated representative may only attend the meeting once the member has submitted a written request to and leave has been granted by the Chairperson permitting the nominated representative to attend.



- 9.9 If a member has failed to attend more than two meetings in any calendar year, the Chairperson shall be entitled to refuse to allow a nominated representative to attend a meeting on behalf of that member.
- 9.10 Nominated representatives shall not be entitled to be remunerated for their attendance at meetings or reimbursed for any expenses incurred therewith.
- 9.11 The Advisory Board shall appoint or abolish such committees as may from time to time seem desirable for the more effective functioning of the activities of the Advisory Board designating which of the appointees for each committee is to function as its Chair.

10 Secretariat

- 10.1 Until Digital Dzonga is established as a government component, all administrative, financial and logistical matters related to the Advisory Board's work will be managed by a dedicated Secretariat provided by the Department Communications.
- 10.2 The Department will appoint an administrator responsible for co-coordinating the functions of the Secretariat and supervising the staff of the Secretariat.
- 10.3 The Secretariat is responsible for:
- 10.3.1 organising the meetings of the Advisory Board;
 - 10.3.2 taking minutes of meetings of the Advisory Board;
 - 10.3.3 the accounting issues of the Advisory Board; and
 - 10.3.4 managing the day to day administrative affairs of the Advisory Board.

11 Conflict of interest

11.1 Members-

- 11.1.1 must make a full disclosure of any conflict of interest including any potential conflict of interest;



11.1.2 may not vote, attend or participate in any proceedings of the Advisory Board in relation to any matter before the Advisory Board in respect of which they have a conflict of interest; and

11.1.3 must comply with any decision of the Advisory Board as to whether they are entitled to participate in any particular proceedings of the Advisory Board.

11.2 For purposes of this clause a member has a conflict of interest if-

11.2.1 the member, or a family member, partner or business associate of the member is applying for, or has a financial or other interest in a business that is involved with the Digital Dzonga; or

11.2.2 the member has any other interest that may preclude, or may reasonably be perceived as precluding the member from performing the functions of a member in a fair, unbiased and proper manner.

11.3 Any disclosure in terms of clause 11.1.1 any decision of the Advisory Board in terms of clause 11.1.3 must be recorded in the minutes of the Advisory Board.

12 **Remuneration of members of the Digital Dzonga Advisory Board**

Members of the Advisory Board shall receive remuneration for work done and services rendered to Digital Dzonga. In addition, members will be reimbursed for expenses incurred in providing work and performing services for Digital Dzonga.