



**ROODEPOORT CITY THEATRE (NPC)
Trading as
JOBURG PROMUSICA**

Registration No: 1981/005017/08

2013/14 Annual Report

(In terms of Section 121 of the
Municipal Finance Management Act, 2003 and Section 46 of the Municipal Systems Act, 2000)

ROODEPOORT CITY THEATRE (NPC)
Trading as
JOBURG PROMUSICA

(AN ASSOCIATION INCORPORATED UNDER SECTION 21 OF THE COMPANIES ACT)

COMPANY INFORMATION:

Registration number: 1981/005017/08

Registered Address: Civic Centre, Region C
100 Christian de Wet Road
Florida Park
ROODEPOORT

Postal Address: P O Box 1531
Florida
1710

Telephone number : (011) 674- 1356/7/8

Fax number : (011) 674-2365

Website : www.promusica.co.za

Bankers : Standard Bank

Auditors : Auditor-General

Vision

To be a world class Art Centre that seeks new ways of being relevant, by presenting diverse programmes that address all communities through music, theatre, poetry, dance and carnival arts

Mission

*To showcase creative talents of the City and in the South and Western regions.
To become a central feature of development initiatives in the Region and the City as a whole.
To continue to support, develop and offer original, innovative and relevant programming to the residents of the City of Johannesburg and beyond
To provide professional services to clients of the theatre
To ensure the future of the performing arts in the country by actively contributing to youth and child development efforts.*

Mandate

The entity endeavours to contribute to the overall 2040 GDS strategy of the City of Johannesburg in becoming a "World Class African City" – a city where community development, personal growth and social mobility are enhanced so that challenges of poverty, vulnerability, inequality and social exclusion are fundamentally addressed.

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STRUCTURE OF THE REPORT

National Treasury's MFMA Annual Report Circular 63 requires municipal entities to adopt the following format for an Annual Report:

Chapter 1: Mayor's Foreword and Executive Summary

Chapter 2: Governance

Chapter 3: Financial performance

Chapter 4: Auditor General's findings

Scope of report

Integrated Annual Report offers stakeholders and interested parties a comprehensive overview of the operations, activities and performance of Roodepoort City Theatre for 1 July 2013 to 30 June 2014 financial year. The Annual report is an integrated financial, social and economic report. Roodepoort City Theatre aligns itself local and international sustainability best reporting practices including the:

- Municipal Finance Management Act (MFMA)
- Public Finance Management Act (PFMA)
- Generally Recognised Accounting Principles (GAAP)
- Section 46(1) on the Municipal Systems Act (MSA)
- King III Code on Corporate Governance (KING III)
- Discussion papers issued by the South African Integrated Reporting Committee and the International Integrated Reporting Council (IIRC)
- International Financial Reporting Standards (IFRS)
- GRI Framework
- Millennium Development Goals
- Joburg 2040 Growth and Development Strategy (GDS)
- 2012/16 Integrated Development Plan (IDP)

As such, the content of the report is aligned with the strategic focus areas and underlying objectives of the City's Five-Year Integrated Development Plan, and is also informed by a number of other plans and documents produced by the various City directorates

The report considers economic, environmental, social and technical performance and is also available online on entity's website (www.roodepoorttheatre.com)

Materiality

The main areas covered in this report in terms of both current and future issues are based on what our stakeholders have said to us that they need to know, our business focus areas, priorities and the actively managed risks we face.

The entity has applied the principle of materiality in pertinent content and disclosure. A matter is material if it is of such relevance and importance that it could substantially influence an assessment of the report and the entity's ability to create value in the short, medium and long term. The following internal and external criteria were used to identify material issues:

Section 5: Foreword by Member of the Mayoral Committee



It is with privilege to present a foreword of the Annual Report of Roodepoort City Theatre for the 2013/14 financial year as Member of Mayoral Committee: Community Development. The entity has been dormant from 31st December 2013 as a result of integration of theatres in Johannesburg.

Since January 1st 2013, the executive management of Joburg Theatre has been effectively operating the three theatres. The operational budget and cash flow for Roodepoort City Theatre and Soweto Theatre have been ring-fenced in accordance with the conditions of the draft Sale of Business Agreement. The governance, compliance, human resources, finance and supply chain management departments of Joburg Theatre serve as an executive support structure for all three theatres.

The Entity complied with the resolution of the Mayoral Committee when finalising the Annual Financial statement for 2013/14.

Two (2) Transfer Agreements were concluded and approved by the Board:

- (i) Transfer Agreement between Roodepoort City Theatre NPC t/a Joburg Promusica, Joburg Theatre SOC Ltd and the City of Johannesburg Metropolitan Municipality.
- (ii) Transfer Agreement between Joburg Theatre SOC Ltd and the City of Johannesburg Metropolitan Municipality on behalf of Soweto Theatre.

The entity has two (2) years from date of transfer to finalise the financial information and adjust the financials retrospectively in accordance with GRAP 105 principles.

Subsequent to the transfer date the legal processes for the amendment of the objectives of Roodepoort City Theatre will be attended to and the company will continue to exist until such time that its net asset value is negligible and the company can be wound-up. Anticipated period of deregistration is the 2014/15 financial year.

The shareholder resolved that the Board of Directors of Joburg Theatre will oversee the winding up process of Roodepoort City Theatre.

My thanks go to Dr Mongane Wally Serote and Board members, Ms Xoliswa Nduneni-Ngema and Management for fulfilling the integration process. I wish them the best in finalising the winding up of Roodepoort City Theatre.

**CLR CHRIS VONDO
MEMBER OF THE MAYORAL COMMITTEE
COMMUNITY DEVELOPMENT**

Section 6: Chairperson's Foreword



On behalf of the Board of Directors I present the annual report of Roodepoort City Theatre (Dormant) NPC, incorporating the financial statements, for the year ended 30 June 2014. With the unanimous agreement of all shareholders, the Company has taken advantage of the reporting concessions available to it under Section 211(3) of the Companies Act 1993.

In 2012, as an integral part of the city's ongoing process of institutional review, it was resolved that the three city operated theatres - Joburg Theatre, Roodepoort City Theatre t/a Joburg Promusica and the newly built Soweto Theatre - would be integrated into one institutional unit: Joburg City Theatres.

The purpose of the intergration was two-fold: to save institutional expenditure, by having one Board of Directors, one Audit & Risk Committee, one Social & Ethics Committee, one Chief Executive Officer, one Chief Financial Officer and one Company Secretary going forward; and to enable an overall creative strategy for the three theatres that would promote inclusivity and social cohesion throughout the city. Within the concept of Joburg City Theatres, it was agreed that each of the three theatres would retain its individual identity and public profile.

Roodepoort City Theatre will remain dormant from the effective date of the intergration, and as such will require a Board of Directors to ensure the winding up process is conducted – ten (10) non-executive directors who also serve on Joburg City Theatres Board were appointed at the AGM in 25 February 2014 for this purpose.

The Board and Management of Joburg City Theatre remains committed to finalising the winding up process of the dormant Roodepoort City Theatre (NPC).

**DR MONGANE WALLY SEROTE
CHAIRPERSON OF THE BOARD**

CHAPTER TWO

GOVERNANCE

Section 1: Corporate Governance Statement

To ensure accountability and governance arrangements are in place, Section 121(2) (c) of the MFMA supports the requirements of Section 18(1) (d) of the MSA: information on matters of governance should be communicated to communities. This should, according to Sections 65(1) (a) of the MFMA and 46 of the MSA be undertaken through the compilation and publication of the Annual Report. The purpose of such an annual report is to promote accountability to communities for decisions taken by the Council and matters relating to administrative structures, throughout a financial year.

Application of King III

The entity applies the governance principles contained in King III and continues to further entrench and strengthen recommended practices in its governance structures, systems, processes and procedures. The Board of Directors and Executives recognise and are committed to the principles of openness, integrity and accountability advocated by the King III Code on Corporate Governance. Through this process, shareholders and other stakeholders may derive assurance that the entity is being ethically managed according to prudently determined risk parameters in compliance with generally accepted corporate practices. Monitoring the entity's compliance with King III Code on Corporate Governance forms part of the Shareholder mandate of the audit committee. The entity has complied with the Code in all respects during the year under review.

The Board of Directors has incorporated the City of Johannesburg's Corporate Governance Protocol in its Board Charter, which *inter alia* regulates its relationship with the City of Johannesburg as its sole member and parent municipality in the interest of good corporate governance and good ethics.

The Protocol is premised on the principles enunciated in the King III Report for Corporate Governance for South Africa 2009 (King III). The Company steadfastly consolidated its position in respect of adherence to the King III report on Corporate Governance. The entity practices are, in most material instances, in line with the principles set out in the King III Report. Ongoing steps are however taken to align practices with the Report's recommendations and the Board continually reviews its progress to ensure improvement of Corporate Governance. During the year under review the Company entrenched its risk management reviews and reporting and compliance assessments were conducted in terms of the Companies Act, the Municipal Systems Act (MSA) and the Municipal Finance Management Act (MFMA).

Ethical Leadership

The board provides effective leadership based on a principled foundation and the entity subscribes to high ethical standards. Responsible leadership, characterised by the values of responsibility, accountability, fairness and transparency, has been a defining characteristic of the entity since the company's establishment in 2000.

The fundamental objective has always been to do business ethically while building a sustainable company that recognises the short- and long-term impact of its activities on the economy, society and the environment. In its deliberations, decisions and actions, the board is sensitive to the legitimate interests and expectations of the company's stakeholders.

Corporate Citizenship

The board and management recognise that the entity is formed under a political structure. As such, it has a social and moral standing in society with all the attendant responsibilities. The board is therefore responsible for ensuring that the entity protects, enhances and invests in the well-being of the economy, society and natural environment, and pursues its activities within the limits of social, political and environmental responsibilities outlined in international conventions on human rights.

Compliance with laws, rules, codes and standards

The board is responsible for ensuring that the entity complies with applicable laws and considers adhering to non-binding rules, codes and standards.

Through its audit and risk and social and ethics committees the board ensures that structures and systems, with appropriate checks and balances, are established to help it discharge its legal responsibilities and oversee legal compliance. Processes are also in place in consultation with the shareholder's Group Governance to ensure the board is conversant with significant developments in applicable laws, rules, codes and standards.

Section 2: Board of Directors

The Joburg Theatre Board of Directors was mandated to deal with all matters relating to the winding up of the Roodepoort City Theatre (NPC). The Board comprises of ten (10) Non-Executive Directors



DR MONGANE WALLY SEROTE (CHAIRPERSON)

Age: 70

Mongane Wally Serote was born in Sophiatown, north of Johannesburg, in 1944. He is renowned as one of the Soweto poets who embodied the literary revival of black voices in the 1970s.

In 1973, after having published his first anthology of poems called *Yakhal'nkomo* the year before, Serote won the Ingrid Jonker Poetry Prize. The following year, he was granted a Fulbright Scholarship and travelled to Columbia University to complete a master's degree in Fine Arts. His poems, particularly those from his first two anthologies, have been lauded as pivotal to the rise of the Black Consciousness movement in South Africa.

Dr Mongane Wally Serote spent his lifetime expressing the injustices and harsh realities of life for black people under apartheid. He was an active member of the Liberation Army, Umkhonto We Sizwe. His work has inspired, and continues to inspire generations of youth throughout South Africa, Africa and the world. He has been awarded several National and International awards, including the Noma Award for Publishing in Africa (1993); the Pablo Neruda award from the Chilean government (2004) and the Order of Ikhamanga in Silver (South Africa). His contribution to the South African literary arena has been invaluable. His thought-provoking poetry not only expressed the effects that oppression had on South Africans, but it also stands as a timeless body of work that marks an important period in South Africa's history.



MS SURY PILLAY

Age: 52

Sury is a senior partner and policy specialist at Attorneys S.K. Pillay. She holds B.A.Hons, LLB from Wits and an LLM from the University of Pennsylvania (U.S). She has vast experience in public interest law and policy development and her services included legal advice to local authorities; non-governmental entities and international donor agencies. She serves on the Boards of PDHRE/Anglo Africa, an initiative focusing on developing human rights cities globally; the Center for Equality and Reconciliation Studies; Lequbu Consulting Pty. Ltd, which has a focus on property investments and the built environment.



MR WELCOME MSOMI

Age: 71

Welcome has won international acclaim as a playwright, choreographer, composer, director and businessman. His many works include *Mntanami Nomhlangano Mntanami*, *Qondeni*, *Charrie Ntimbane*, *Phezulu*, *Black And White Is Beautiful*. Mr. Msomi's significant success, *Umabatha* has toured the world.

Other presentations he has created or produced are: *Sina*; *Journey Back Home*; *From Soweto To Selma*; *Bongji's Journey*, *Buya Africa*, *Tamburlaine The Great*, most of Mr Nelson Mandela's Birthday Celebration; designed and directed the 10th May 1994 INAUGURATION.



MR MAVUSO SHABALALA

Age: 45

Mavuso Shabalala has 18 years operational and strategic level experience as a Human Resource Practitioner, which was obtained mainly in the Financial Services and Public Sector, including Liberty Life and Stanbic Africa, and the International NGO sector, for Oxfam Great Britain and Oxfam International. He has consulted for the City of Tshwane Metropolitan Municipality, Rustenburg Local Municipal Municipality and the City of Joburg and Special Investigating Unit, which has provided him an appreciation of some of the challenges faced by public sector entities. He has served for over 5 years on the Board of

Directors of the City of Joburg's Roodepoort City Theatre, where he also served as Chairperson of Board Committee on Human Resources and was a member of the Audit Committee.



MR BHEKI ZUNGU

Age: 41

Bheki is a BCom graduate and a Certified Internal Auditor with extensive experience in risk management, compliance, auditing and governance, gained from the private and public sector. He is the founder and managing member of Mabedlana Group, which is involved in management consulting, staffing and publishing. He has previously worked for amongst others: MTN, Vodacom, Transnet, Deloitte, Ernst & Young, Johannesburg Development Agency and Ezemvelo KZN Wildlife. He is currently contracted to Transnet Property as the Program Manager in the office of the CEO. Bheki has been on the audit committee of the Joburg Zoo for 5 years.



MS LORRAINE MALEBO

Age: 49

Lorraine Malebo worked for the Namibian Solidarity Committee which was established by the then UDF. She later joined government as the Municipal Manager for a District municipality; Deputy Director for Department of Public Works as a Programme Manager for Community Based Projects managing 3 provinces Limpopo, Mpumalanga and Free State; and Assistant Director Implementing Rapid Land Programme for the Gauteng Dept of Development Planning and Housing. She is currently contracted with the Gauteng Department of Community Safety, implementing a turnaround strategy for the Gauteng Traffic Training College, Pretoria.



DR ALI MONADJEM

Age: 38

Dr. Ali Matthew Monadjem is a Founding Partner of Accompany Advisory, a niche firm focused on collaborative management consulting and capability building around leadership effectiveness. He is also non-executive Director of Nomanini, a growing company in the informal sector distribution space. He previously studied medicine at UCT, Cape Town, and practiced as a Medical Doctor. He was awarded the Class Gold Medal for Distinctive Achievement on his MBA at UCT's Graduate School of Business. He then spent over 3 years at McKinsey and Company, where he worked with senior executives as an Engagement Manager across various functions, industries and projects. Although Ali is no longer much of a stage performer, before medical school he toured 16 countries in Europe as a dancer, choreographer and audio-visual coordinator, in an international dance group called Diversity Dance Theatre.



MR MABUTHO KID SITHOLE

Age: 62

Mabutho has over 30 years experience in all forms of public speaking and performing arts. He is aptly described as a man for all seasons. He has a long history of stage acting and is a well-known stand-up comedian. Mabutho has played roles in various television films, series, talk shows and educational programmes, as well as various local and international films. He is President of the Creative Workers Union of South Africa.



MS TODD TWALA

Age: 59

Todd is a well-known South African actor, singer, dancer, producer and choreographer. Her career in musical theatre, both in her home country and abroad, spans nearly 3 decades. She has run dance workshops in disadvantaged communities and townships since 1996. Todd is currently the director and organiser of a school for professional dancing and singing training.



MR ISHMAEL MKHABELA

Age: 63

Ishmael holds a BA Degree (University of the North/Limpopo) and Management Advancement Programme (Wits Business School). He is a freelance professional community organiser, conflict and disputes resolution practitioner, social entrepreneur and activist, development and scenarios-based strategic conversations facilitator. He serves and has served and chaired numerous company boards and trusts.

The function and operations of Roodepoort City Theatre NPC were transferred into Joburg Theatre SOC LTD and have operated as one entity known as Joburg City Theatres effective 1st January 2013. Further the Board appointed a Chief Executive Officer to head the integrated entity; effective as of June 1st 2013. The transfer agreement between the two entities was finalised and signed by all parties in November 2013.

At the Annual General Meeting held on February 25th 2014, the City of Johannesburg, the sole Shareholder of Joburg City Theatres, announced the Directors of the Company, in line with the policy on Directorships. No changes were made in the composition of the Board of Directors. The Shareholder passed a special resolution that the Joburg Theatre Board of Directors be appointed to deal with all matters relating to the winding up of the Roodepoort City Theatre (NPC) (Registration number: 1981/005017/08) in terms of the transfer agreement signed on 27 November 2013.

The entity has a unitary board, which consist of executives and non-executives directors. The Board is chaired by the non-executive director, Dr Mongane Wally Serote. The board meets regularly, at least quarterly and retain full control over the company. The Board remains accountable to City of Johannesburg Metropolitan Municipality, the sole member and its stakeholders, the citizens of Johannesburg. A Service Delivery Agreement (SDA) concluded in accordance with the provisions of the MSA governs the entity' relationship with the City of Johannesburg. The Board provides Monthly, Quarterly, Bi-Annually and Annual Reports on its performance and service delivery to the parent municipality as prescribed in the SDA, the MFMA and the MSA.

Non-executive Directors contribute an independent view to matters under consideration and add to the depth of experience of the Board. The roles of Chairperson and Chief Executive Officer are separate, with responsibilities divided between them. The Chairperson has no executive functions. Members have unlimited access to the Company Secretary, who acts as an advisor to the Board and its committees on matters including compliance with Company Rules and Procedures, statutory regulations and best corporate practices.

The Board or any of its members may, in appropriate circumstances and at the expense of the company, obtain the advice of independent professionals. An annual director and peer review is undertaken, as well as a Board evaluation.

The term of office of the non-executive directors is subject to review at the Annual General Meeting. Attendance at meetings held during the year was as follows:

Directors	Board	Audit and Risk
No. of meetings held	3	2
Mongane Wally Serote (Chairperson)	3	-
Todd Twala	3	-
Lorraine Malebo	3	-
Ishmael Mkhabela	3	-
Ali Monadjem	2	-
Bheki Zungu	3	2
Mabutho Kid Sithole	3	-

Surykumarie Pillay	1	2
Welcome Themba Msomi	2	-
Mavuso Shabalala	3	1

The Board of Directors has adopted the Board Charter which encapsulates the City of Johannesburg Governance Protocol and includes matters of ethics, procedure and the conduct of committee members. Registers are kept and updated on the disclosure and declaration of interests of directors and senior management. The Board and Senior Management ensure that there is full material compliance to all relevant legislation. The Company Secretary has certified in terms of section 268(d) of the Companies Act that all statutory returns have been submitted to the Registrar of Companies.

Section 3: Board Committees

The following committees have been formed, each of which is chaired by a non-executive director.

- Audit and Risk Committee

3.1 Audit and Risk Committee

The Audit and Risk committee consist of three independent audit committee members and two non-executive directors:

- Mr Zukisani Samsam* (Chairperson – and Independent member of the Audit and Risk Committee)
- Mr Jacobus Froneman (Independent Audit Committee Member)
- Ms Janine Vergotine (Independent Audit Committee Member)
- Ms Tshidi Molala** (Independent Audit Committee Member)
- Mr Bheki Zungu (Non-Executive Director)
- Mr Mavuso Shabalala (Non-Executive Director - Chairperson)

* Retired February 25th 2014

** Appointed February 25th 2014

The role of the audit and risk committee is to assist the board by performing an objective and independent review of the functioning of the organisation's finance and accounting control mechanisms. The audit and risk committee exercises its functions through close liaison and communication with corporate management and the internal and external auditors. The committee met five times during the year under review.

The audit and risk committee operates in accordance with a written charter authorised by the board, and provides assistance to the board with regard to:

- Ensuring compliance with applicable legislation and the requirements of regulatory authorities;
- Matters relating to financial accounting, accounting policies, reporting and disclosures;
- Internal and external audit policy;
- Activities, scope, adequacy and effectiveness of the internal audit function and audit plans;
- Review/ approval of external audit plans, findings, problems, reports and fees;
- Compliance with the Code of Corporate Practices and Conduct; and
- Compliance with code of ethics.

The committee has been delegated the task of overseeing the quality, integrity and reliability of the company's risk management function. In terms of its mandate, it reviews and assesses the integrity and the quality of risk control systems and ensures that risk policies and strategies are effectively managed.

The audit and risk committee addressed its responsibilities properly in terms of the charter during the year under review. No changes to the charter were adopted during the year under review. Management has reviewed the annual financial statements with the audit and risk committee.

The audit and risk committee considers the annual financial statements of the entity to be a fair presentation of its financial position on June 30th 2014 and of the results of its operations, changes in equity and cash flow for the period ended then in accordance with GRAP and the Companies Act.

Section 4: Director's Remuneration

4.1 Entity's remuneration policy

The company's policy in determining an employee's remuneration is based on:

- a) fairness and parity within company departments;
- b) consideration of the successful applicant's previous earnings and level of experience;
- c) available market-related data; and
- d) the limitations of the company's approved budget for Human Resources within its annual Business Plan.

Remuneration of non-executive directors and independent audit committee members for all City of Johannesburg municipal entities is determined in terms of the group policy on the shareholder governance of boards of directors.

The non-executive directors and independent audit committee members appointed for the winding up process of Roodepoort City Theatre were remunerated by Joburg Theatre as Roodepoort City Theatre remains dormant.

Section 5: Company Secretarial Function

Primary function of the company secretary is to act as the link between the board and management and to facilitate good relationships with the shareholders. The company secretary is responsible for the general administration, more specifically to ensure compliance to good corporate governance practices and to provide guidance to the directors on corporate governance principles and applicable legislation.

Non-executive and executive directors have access to the Acting Company Secretary, who acts as an advisor to the Board and its Committees on matters including compliance with Company Rules and Procedures, statutory regulations and sound corporate governance.

The position of the Company Secretary became vacant subsequent to the promotion of the former Company Secretary to Chief Operations Officer of the organisation during the year under review. The Acting Company Secretary is responsible for the following areas of Roodepoort City Theatres' business:

- Corporate Governance
- Legal
- Contracts Management

CHAPTER FIVE

FINANCIAL PERFORMANCE

CHAPTER SIX

AUDITOR-GENERAL AUDIT FINDINGS

Section 1: Auditor-General's Report for the Current Year

The Constitution S188 (1) (b) states that the functions of the Auditor-General includes the auditing and reporting on the accounts, financial statements and financial management of all municipalities. MSA section 45 states that the results of performance measurement... must be audited annually by the Auditor-General.

	2010/11	2011/12	2012/13	2013/14
Audit Opinion	Unqualified	Unqualified	Unqualified	

Section 2: Historical Audit Findings and Remedial Action

This section should deal with the corrective actions and the progress made in relation to the issues raised in the previous financial years. This section highlights the repetitive nature of the audit findings and requires comment by the leadership on the actions that are or will be put in place to resolve them.

ANALYSIS OF 2013/14 AUDIT FINDINGS

	NEW IN 2013/14	REPEAT FINDING	ACTIONS TO RESOLVE
Matters affecting Audit opinion	18	20	List actions taken to resolve the matters
Important Matters			
Administrative Matters			

Section 3: Commitment by the Board of Directors

This section should provide a statement/clause from the Board that it has satisfied itself that the remedial actions taken or to be taken on matters raised by the Auditor-General are adequate.

Chairperson

Section 4: Mitigation strategies on the assessment of the Integrated Reporting and MFMA Circular 63 (Nkonki report)

(The entity should provide mitigation strategies in relation to the Nkonki report on the assessment of the City's entity's annual reports in terms of integrated reporting and MFMA circular 63 requirements for the 2012/13 financial year)