Motus

King IV application register 2020

King IV application register – 2020

The Motus board is committed to the achievement of high standards of corporate governance and endorses the governance outcomes of ethical culture, good performance, effective control and legitimacy as promoted by King IV.

Principle	Application	Reference
Governance outcome: Ethical culture		
1.1 Ethical leadership		
The governing body should lead ethically and effectively.	The board subscribes to those generally accepted norms of conduct that find application in society as a whole. Motus' approach to corporate governance is guided by the overarching principles of fairness, accountability, integrity, responsibility and transparency. Regular attendance at board and committee meetings ensures effective oversight of these principles.	Corporate governance report
1.2 Organisation values, ethics and culture		
The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.	The board sets the example and tone for an ethical culture in Motus, based on the values of integrity, fairness, accountability and environmental responsibility. As a values-based organisation, Motus has a written Code of Ethics which is applicable to the whole Group, guiding the interaction between employees, clients, stakeholders, suppliers and the communities within which the Group operates. The Group's management is responsible for the implementation of the Code of Ethics and report any material breaches to the social, ethics and sustainability committee (SES). All tip-offs that are reported either via management or through the independently outsourced channels such as the Deloitte whistleblowing hotline are investigated and followed-up, with the appropriate action being taken on a case by case basis. The content of and principles embodied in the Code of Ethics are also integrated in employee training.	Corporate governance report
1.3 Responsible corporate citizenship		
The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.	The board oversees the governance and activities relating to demonstrating that the Group is a good corporate citizen, including compliance with the laws, regulations, applicable codes of conduct and own policies and procedures, as well as consistency with the Group's purpose, strategy, and Code of Ethics. The SES committee approves the strategy and monitors the implementation of the Group's commitment to being a good corporate citizen. The strategy and plan include the Group's impact on the environment and its ongoing corporate social investment. When engaging with stakeholders and various communities, the Group is committed to improving the material well-being of societies in which it operates. Careful consideration is given to the utilisation of energy, water and other environmental resources to ensure an effective contribution to sustain the environment for the future.	Corporate governance report Stakeholder engagement Sustainable development report

Principle	Application	Reference
Governance outcome: Performance and value creation		
2.1 Strategy, implementation and performance		
The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.	The Group has a clearly defined strategy with identified risks and opportunities. The board, in conjunction with management, reviews the strategy, although the detailed formulation, implementation and execution of the strategy has been delegated by the board to management. The key performance measures and targets for management are approved by the board. The Group's risk assessment and ranking methodology is reviewed by the audit and risk committee, and the board. The operational risk assessments and ranking methodologies are reviewed by subsidiary financial risk and review committees. This ensures that there is an integrated approach to the assessment of risks within the Group.	Corporate governance report
2.2 Reports and disclosure		
The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance and its short, medium and long-term prospects.	The integrity and transparency of the integrated report is reviewed by the board, with assistance from the audit and risk committee. The integrated report aims to present information in an integrated manner and provide stakeholders with holistic, clear and concise information about the Group's performance in the short, medium and long term.	Corporate governance report
Governance outcome: Adequate and effective control – governing structures and delegation		
3.1 Role of the governing body		
The governing body should serve as the focal point and custodian of the corporate governance of the organisation.	The board serves as the focal point and custodian of corporate governance in the Group. The board has adopted a Board Charter that governs its role, responsibilities and accountability relating to corporate governance. The board is supported by various board committees which have delegated responsibility to assist it to fulfil certain specific functions. The board committees report to the board at every board meeting.	Corporate governance report
3.2 Composition of the governing body		
The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.	The board consists of diverse members in terms of knowledge, skills, race and experience. The board consists of nine directors, of which three are executive directors and six non-executive directors, of whom five are independent.	Corporate governance report

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Principle	Application	Reference
Governance outcome: Adequate and effective control – governing structures and delegation (continued)		
3.3 Committees of the governing body		
The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with balance of power and the effective discharge of its duties.	The composition of the board and its committees are in line with King IV. There is a clear balance of power to ensure that no individual has undue decision making powers. The board may delegate to individual members, groups of members or committees. The committees of the board comprise the audit and risk committee, the assets and liabilities committee, the nomination committee, the remuneration committee and the SES committee. Each committee has a minimum of three members and sufficient capability and capacity to function effectively, with a formal charter, approved by the board, detailing its duties and responsibilities. Any member of the board is entitled to attend any committee meeting as an observer and may allow management to attend by standing or ad hoc invitation.	Corporate governance report
3.4 Performance evaluations		
The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members support continued improvement in its performance and effectiveness.	The board conducts a facilitated evaluation of the board, the chairman, board committees and individual directors at least every two years. The chairman, assisted by the company secretary, conducts the evaluation process in the intervening years. The performance of the company secretary performance is also evaluated. The first board evaluation will be conducted during the 2021 financial year.	Corporate governance report
3.5 Delegation to management		
The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and effective exercise of authority and responsibilities.	The CEO, nominated by the nomination committee and appointed by the board, has a clearly defined role and is assisted by the Group's executive committee under his leadership. The board ensures that key functions are managed by competent and appropriately qualified individuals and are adequately resourced. The board has approved and implemented a delegation of authority matrix, which details the powers and matters reserved for the board and those delegated to operational executives and management. This is reviewed annually.	Corporate governance report

Principle	Application	Reference
Governance outcome: Adequate and effective control – governing structures and delegation		
4.1 Risk and opportunity governance		
The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.	The board, with the assistance of management and the audit and risk committee, recognises the key role of appropriate group-wide risk management in the strategy, performance and sustainability of the Group. The functions of audit and risk have been combined into a single committee, ensuring that there is coordination in respect of the evaluation and reporting of risks and opportunities. The implementation of processes to ensure that the risks to the sustainability of the business are identified and managed within acceptable parameters, is delegated to management. Management continuously identify, assess, mitigate, manage and transfer risks within the existing operating environment. Mitigating controls are in place to address identified risks, which are monitored on a continuous basis. All risks are managed, escalated and reported within the approved Group risk appetite and tolerance framework.	Risk management report Corporate governance report
4.2 Technology and information governance		
The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives	The board, together with management and the audit and risk committee, is accountable for the governance of technology and information management. An IT governance framework policy has been developed, which will provide the board with sufficient comfort around effective management and governance of information and technology and further by the implementation of effective IT risk management practices. Technology and information have been identified as being of key importance to the achievement of the Group's strategy.	Chief innovation officers' review Corporate governance report
4.3 Compliance governance		
The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that it supports the organisation being ethical and a good corporate citizen.	The company's commitment to act as a responsible corporate citizen includes compliance with applicable laws and regulations, as well as adopted non-binding rules, codes and standards. The board has delegated responsibility for the implementation and execution of effective compliance management to the audit and risk committee and to management, although it is aware that is remains ultimately responsible. The Group has identified the laws, codes and standards that impact its operations and through subsidiary boards and their committees and reporting structures, the board and its committees are appraised of any material incidences of non-compliance with legislative or regulatory requirements or breaches of internal controls.	Corporate governance report Sustainable development report

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Principle	Application	Reference
Governance outcome: Adequate and effective control – governing structures and delegation (continued)		
4.4 Remuneration governance		
The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.	The board is assisted by the remuneration committee in the governance of all remuneration matters. This committee ensures the Group's remuneration policy is aligned with its strategy and the interests of stakeholders. The committee also reviews and approves the remuneration of executive directors and senior management. The remuneration committee reviews the remuneration policy and implementation report annually, which is approved by the board and tabled at the annual general meeting for a non-binding shareholder advisory vote.	Remuneration report
4.5 Assurance		
The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision making and of the organisation's external reports.	The audit and risk committee is responsible for the oversight and management of the Group's combined assurance approach. The Group operates a combined assurance framework, which aims to optimise the assurance approach of the three lines of defence, namely management, internal, and external assurance providers. The holistic coverage focuses a risk-based approach to the internal control environment, the integrity of information for management decision making, and external reporting.	Corporate governance report Annual financial statements
Governance outcome: Trust, good reputation and legitimacy		
5.1 Stakeholders		
In the execution of its governance roles and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.	Key stakeholders are continuously identified by management and the board. Management pursue appropriate stakeholder relationships with material stakeholders with a view to balance their legitimate and reasonable needs, interests and expectations and those of the Group. The board encourages proactive engagement with shareholders.	Corporate governance report Stakeholder engagement
5.2 Responsibility of shareholders		
The governing body of an institutional investor organisation should ensure that responsible investment is practiced by the organisation to promote the good governance and the creation of value by the companies in which it invests.	N/A – Motus is not an institutional investor.	N/A

Motus

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