Governance in Motion:

Leading with Courage, Foresight & Purpose

Presented by:
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WHAT IF WE DID

EVERYTHING RIGHT... AND STILL GOT IT WRONG?

Would we still call that good governance?

Lindelwa Mngomezulu, FCG, LLB, LLM

GOVERNANCE ACTIVITY ≠ GOVERNANCE EFFECTIVENESS

THE MACHINERY

Meetings
Charters
Policies
Reports
Minutes

THE TEST

Sound judgement
Better decisions
Accountability
Purposeful outcomes

The process matters. The outcome tests it.

Lindelwa Mngomezulu, FCG, LLB, LLM

So what does Governance in Motion look like on Monday morning?

WHAT IS MOVING?

Context • Risk • Expectations

WHAT DOES IT MEAN?

Interpret the impact

WHAT MUST WE DO?

Turn judgement into action

Governance in Motion begins when governance moves from **reacting after the fact** to **helping the organisation navigate change in real time.**

GOVERNANCE IN MOTION = GOVERNING WHAT IS CHANGING WHILE IT IS CHANGING

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REALITY CHECK

Governance in motion, in real life

Three live touchpoints. Three governance questions

PIC

When concerns repeat...

WHAT HAPPENS WHEN GOVERNANCE CONCERNS RECUR?

Ex Parte Gasa [2026] ZAKZPHC 33

When a board exercises power...

WHO MUST EXERCISE JUDGEMENT?

Alphabet + AI

When one risk spans the whole system...

WHO OWNS THE OVERSIGHT?

The examples are not the story | The governance questions they expose are the story

WHAT IS MOVING FASTER THAN YOUR GOVERNANCE?

ISSUES ARE ACCELERATING

THE GAP

GOVERNANCE RESPONDS SLOWER

THE GAP between issue speed and governance response is where Governance in Motion matters

Three disciplines. One governance rhythm.

PURPOSE

CHANGE WHAT GETS GOVERNED

Govern the right things.

FORESIGHT

CHANGE WHAT GETS NOTICED

Help the board see.

COURAGE

CHANGE WHAT GETS DISCUSSED + ACTED UPON

Enable the right conversation.

Purpose sets direction. Foresight expands attention. Courage turns judgement into action.

01 / PURPOSE

CHANGE WHAT GETS GOVERNED

Purpose should shape the governance calendar, not sit in the strategy document.

STRATEGY | AGENDA | DECISIONS | WORKPLANS

ASK YOURSELF

Could someone identify our strategy from the last three board agendas?

Purpose in motion = strategy translated into governance attention.

02 / FORESIGHT

CHANGE WHAT GETS NOTICED

The future rarely arrives as certainty.
It begins as a weak signal.

CONNECT SIGNALS

Look across information sources and committees to see emerging patterns.

TEST ASSUMPTIONS

Challenge what we think we know.

BRING EXTERNAL DEVELOPMENTS INTO THE ROOM EARLY

Consider the broader environment and emerging risks.

ASK YOURSELF

What issue has appeared in three different committees, but never as one connected governance issue?

Because we see across the governance system, we may be best placed to notice the same issue appearing in several places.

Foresight in motion = turning information into early governance intelligence.

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03 / COURAGE

CHANGE WHAT GETS DISCUSSED AND ACTED UPON.

Courage is not only saying “NO”.

SLOW DOWN

Create space for better judgement.

- Challenge speed
- Surface conflict
- Escalate patterns
- Protect decision integrity

ENABLE A RESPONSIBLE YES

Remove avoidable friction.

- Clarify guardrails
- Give sound decisions confidence to move
- Enable progress with integrity
- Support implementation

What difficult conversation is still missing from the agenda?

Courage knows when governance must slow the organisation down
and when it should help it move.

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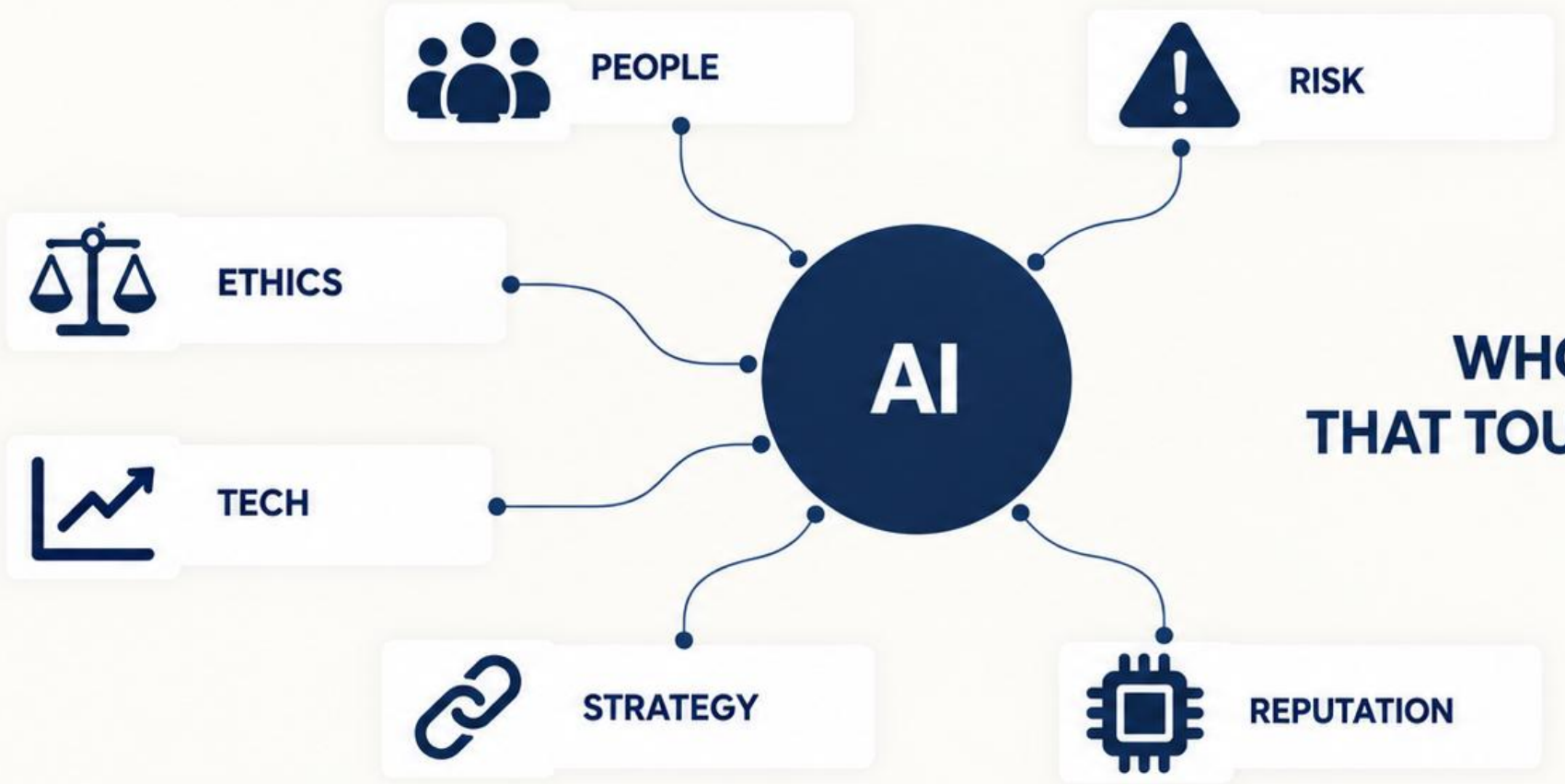
The world does not organise itself around our committee charters



WHO OWNS A RISK THAT TOUCHES EVERYTHING?

Governance in Motion is not more committees. It is better connection.

COURAGE

A BOARD PACK CAN INFORM JUDGEMENT.
IT CANNOT REPLACE JUDGEMENT.

MORE INFORMATION

→
≠

BETTER JUDGEMENT

The question for governance professionals is whether we are giving boards more information or better conditions for judgement

Touchpoint: Ex Parte Gasa [2026] ZAKZPHC 33

Knowing is not governing. Judgement must change the next move.

THE WORLD IS MOVING FASTER THAN OUR GOVERNANCE CYCLES

Technology • Geopolitics • Regulation
Stakeholders • Climate • Business models

The governance challenge is not to predict everything
It is to test the assumptions on which we are governing

WHAT MOVEMENT REQUIRES

If the environment moves, the governance posture must move too.

PERIODIC Meetings and reporting cycles.	**CONTINUOUS** Ongoing awareness and real-time insight.
SILOED Separate views and information.	**CONNECTED** Integrated perspectives across the organisation.
RETROSPECTIVE Looking in the rear-view mirror.	**ANTICIPATORY** Looking ahead and sensing what's next.
COMPLIANCE Meeting minimum requirements.	**JUDGEMENT** Applying principles in context.

The governance professional connects the principles to changing reality.

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The principles have not become obsolete.

The environment around them has become more demanding.

INTEGRITY

ACCOUNTABILITY

ETHICAL LEADERSHIP

LEGITIMACY

The context changes. The principles hold.

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KING V

Not new values. The outcomes test.

The principles endure. The question is whether they make a difference in practice.

ETHICAL CULTURE
Is integrity visible in decisions and behaviour?

PERFORMANCE + VALUE
Are we creating sustainable value, not just reporting on it?

PRUDENT CONTROL
Are risks understood, managed and within appetite?

LEGITIMACY
Do our stakeholders trust the way we govern?

NOT ONLY

DID YOU DO IT?

Compliance, processes, structures and reporting.

BUT

DID IT MAKE A DIFFERENCE?

Better decisions, better outcomes and a more resilient organisation.

Are the governance practices producing the intended outcomes?

Outcomes are the evidence that governance is working.

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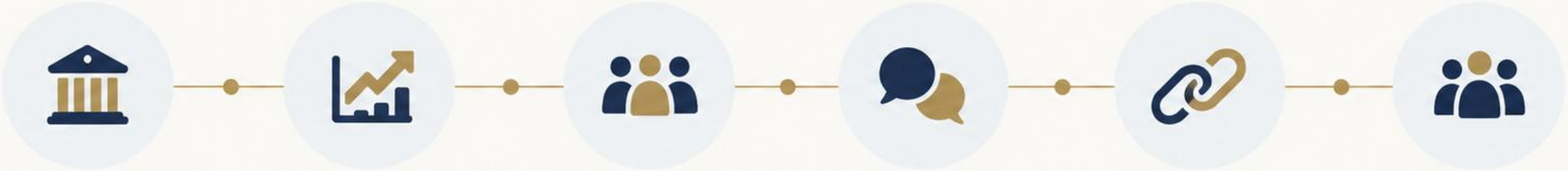
THE BOARDROOM IS THE MECHANISM
THE ORGANISATION IS THE TEST

Governance is measured in what the system enables the organisation to become.

Governance is experienced across the organisation.

Every decision. Every interaction. Every day.

BEYOND THE BOARDROOM



BOARD
Sets direction and oversees

MANAGEMENT
Implements and delivers

EMPLOYEES
Live the culture and create value

CUSTOMERS
Give feedback and shape expectations

PARTNERS
Extend capability and increase impact

COMMUNITIES
Hold us to account and define our licence to operate

DECISION RIGHTS | INCENTIVES | INFORMATION FLOWS | CULTURE | ESCALATION | ACCOUNTABILITY

Governance happens every day long before the board pack is issued.

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COMPANY SECRETARY IN MOTION

The role is not to own everything. It is to make the governance system work better.

CONNECT

Purpose • agenda • decision

SURFACE

Risk • weak signals • emerging issues

CHALLENGE

Assumptions • process • judgement

ENABLE

Responsible decisions • action

Governance professionals do not make the board's decisions. They help create the conditions in which better decisions can be made.

The Co Sec's value is not owning the pieces. It is understanding how the pieces connect.

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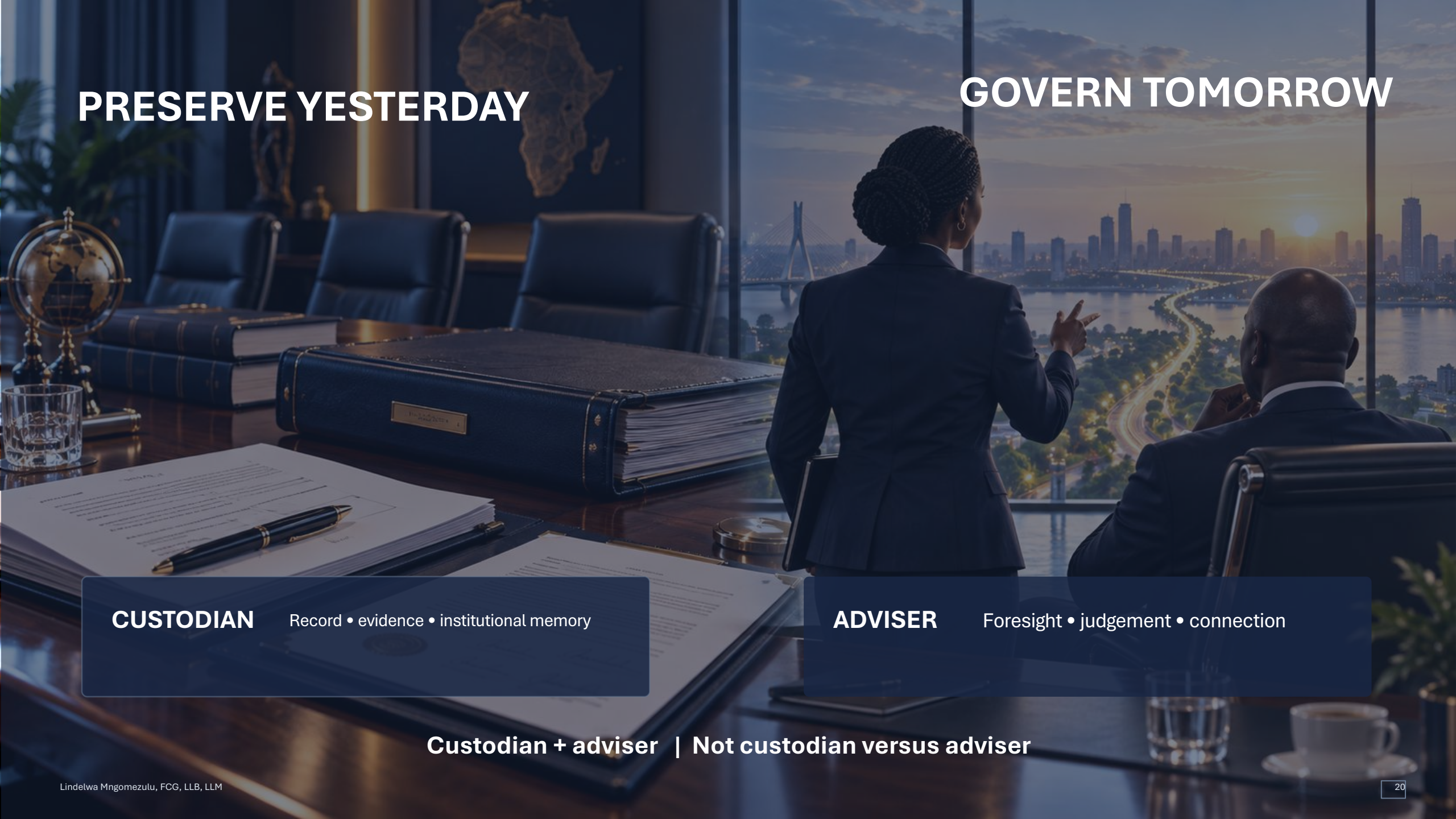
PRESERVE YESTERDAY
GOVERN TOMORROW
CUSTODIAN
Record • evidence • institutional memory
ADVISER
Foresight • judgement • connection
Custodian + adviser | Not custodian versus adviser

MONDAY MORNING

What should a governance professional do differently?

RE-CONSIDER THE NEXT BOARD AGENDA	Does it reflect strategy or routine?
LOOK ACROSS COMMITTEES	What pattern is appearing separately?
CHALLENGE THE REPORTING	Does it explain what happened and what may happen next?
IDENTIFY THE AVOIDED CONVERSATION	What needs to be said before it becomes urgent?
TEST WHETHER GOVERNANCE ENABLES	Are we helping the organisation move responsibly or only processing it?

If none of this changes what we do when we get back to work, we have only had an interesting conversation.

BEFORE YOUR NEXT BOARD MEETING

ASK THREE QUESTIONS.

1. Are we spending time on the issues that matter most to our strategy?
2. What is changing that the board is not yet seeing clearly?
3. What difficult conversation are we avoiding?

DON'T GOVERN THE MEETING. | **GOVERN THE ORGANISATION.**

Purpose tells us what matters. Foresight helps us see what is changing. Courage determines whether we act.

THE WORLD WILL CONTINUE TO MOVE

OUR PRINCIPLES

MUST REMAIN FIRM

OUR THINKING

CANNOT REMAIN STATIC

Governance in Motion is not about abandoning our principles.

It is about ensuring our principles arrive where the organisation is going, not where it has been.

DO NOT GOVERN THE MEETING.
GOVERN THE ORGANISATION.

THANK YOU

Governance in Motion

Questions & Discussion