

## The WCBS Annual General Meeting of Members

Thursday, 29 September 2022  
at WCBS Head Office, Old Mill Road, Pinelands

### MINUTES

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#### 1. Welcome

Greg Bellairs welcomed everyone to the meeting, and confirmed that there were sufficient Members present in person or via proxies to render the meeting quorate.

He reported that an amendment was approved at the 2020 AGM to allow future AGM's to be held digitally, should the environment require it.

Greg Bellairs particularly welcomed the three Donor Representatives, Aneesa, Ria, and Keith, who made an effort to attend.

#### 2. Approval of the Minutes of the AGM dated 14 October 2021

The Minutes of the AGM dated 14 October 2021 were proposed by Roger Ramsbottom and seconded by PJ Veldhuizen.

#### 3. The Governance Report

Paul Slack, the Chairman of the Board, thanked everyone for attending the AGM.

He noted that from a Board perspective, it was difficult to find superlatives when discussing blood donors.

The Board extended their heartfelt thanks to the personnel and the blood donors of the WCBS, reiterating that people are the Service's greatest assets. He stated that from 2020 to date, it could be confidently and proudly said that not one patient suffered in any way due to lack of blood supply, given the challenges faced by the staff and blood donors of the WCBS.

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Paul Slack stated that he was indebted to his fellow Directors for their dedication, willingness, and hard work over the past year, noting that debates in the Boardroom were often robust and candid.

Paul Slack noted that the recent events in South Africa illustrated what good governance is not, and stated that the WCBS is the complete opposite of this.

He stated that the King Code of Corporate Governance has sixteen principles; the first is that the governing body should lead ethically and effectively. The Code identified characteristics of a well-run Board - summed up as ICRAFT (integrity, competence, responsibility, accountability, fairness, and transparency).

Paul Slack confirmed that the Board has fulfilled its mandate, embodying the ICRAFT principles, and holding one another accountable to these principles.

He congratulated the management and staff of WCBS, on another excellent year, under incredibly trying circumstances.

#### 4. The Director's Report

Greg Bellairs reported on some of the highlights of the 2021/22 financial year.

4.1 He noted that the Service was 84 years old on 24 October 2022. He confirmed that this would be the last AGM to be held at this venue, as the Service was in the process of building a new purpose-built HQ and warehouse, which was very close to completion.

4.2 Greg Bellairs reported that the biggest challenge of the past two financial years was collecting sufficient blood donations.

He explained the reasons behind the challenge, most impactful during the high-level Lockdown of COVID-19. Access to places to collect blood was the most significant difficulty, followed by the willingness of people to attend blood donation clinics.

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He stated that it was fortunate that during the times of lowest blood stock levels, blood usage also dropped off, as the hospitals were inundated with COVID-19 patients. Although trying, the Service always found a way to navigate challenges.

- 4.3 Greg Bellairs reported that during that period, the Service moved towards establishing a few new fixed-site blood donation clinics (permanent sites) where people can donate blood at their own convenience.

He explained that this was a more expensive way of collecting blood, as the staffing ratio was not optimal compared to that of mobile clinics. However, it had been a strategy that undoubtedly helped WCBS over the past 2 years.

- 4.4 Greg Bellairs reported on the blood collection turbulence experienced over the past two years. He explained the differences between actual blood collections versus targeted blood collections, noting that the gaps and durations of gaps had decreased, as the Service's mitigation strategies developed.

- 4.5 Greg Bellairs stated that WCBS had 72,000 active blood donors in 2019/2020, but the number had dropped to 65,000 by 2020/2021 as a result of the pandemic. Ideally, the Blood Service should have at least 1% of the population as active blood donors, and the Service was on track to recover to this percentage through 2022.

- 4.6 Greg Bellairs reported that there had been an increased focus globally on managing the health of blood donors, especially donors' iron balance, and he referred to the haemoglobin (Hb) test to check a donor's haemoglobin levels. There were specific cut-offs required to be eligible to donate blood.

He explained, however, that the haemoglobin test did not measure a blood donor's iron state or ferritin stores, and the WCBS was very proud that it had introduced laboratory-based tests for ferritin, giving a better indication of a donor's iron stores.

Greg Bellairs explained that this was important because the prevalence of iron deficiency in any population is between approximately 20% to 25%. He demonstrated the spectrum of iron status, from normal to iron deficient, and explained that the only way to detect iron deficiency or anemia due to iron deficiency, was by doing a ferritin test.

Greg Bellairs stated that the full details of the reporting year and the Financial Statements were available in the Annual Report on the WCBS website.

## 5. Appointment of Directors

- 5.1 Greg Bellairs stated that the Mol of the Service requires that four non-executive directors retire by rotation every year.

He reported that this year, the four up for rotational retirement were Dumisani Ndebele, PJ Veldhuizen, Roger Ramsbottom, and Paul Slack. He noted that all four were willing to remain on the Board for another term.

Greg Bellairs explained that Roger Ramsbottom has specifically expressed a desire to remain on the Board until the completion of the building project, as he had been actively involved in the process.

He reported that a single nomination was made for the appointment of a new non-executive director, Dr Mandla Moyo, and he read directly from Dr Moyo's CV, highlighting his credentials.

- 5.2 Greg Bellairs stated that Roger Ramsbottom had been on the WCBS Board for twenty-eight years, with more experience on this Board than eight other non-executives combined. He stated that Roger Ramsbottom was a chartered accountant and had also served on the Audit, and the Finance and IT Committees, at various stages chairing both Committees.

He noted that Roger Ramsbottom has always been a stickler for good governance, with solid financial and accounting acumen, and highlighted his astute navigation through the political challenges of the late 1990's when the remaining provincial blood services merged to form the SANBS.

Greg Bellairs stated that Roger Ramsbottom had always considered staff morale and the ability to balance financial sustainability and challenges of the organisation with fair salary increases aligned with CPI.

More recently, Roger Ramsbottom had been a very active member and leader of the Building Project team, sharing his experience from other big projects.

Greg Bellairs thanked Roger Ramsbottom for his many years of dedication and Service to the WCBS, stating that he will be missed; and that everything he had done for the Service was highly valued.

## 6. Financial Statements for 2021/2022

Nicky du Toit thanked everyone for attending the AGM.

She noted that the COVID-19 pandemic had been one of our lifetime's most disruptive and extraordinary events, emphasising the far-reaching implications for health services worldwide.

Nicky du Toit reported that the operating context in the wake of the COVID-19 pandemic was very difficult to predict and reported that the year ending March 2022 was better than the 2021 year; however, sales were still not back to the numbers before 2020.

Nicky du Toit noted that from a financial perspective, the pandemic significantly impacted how WCBS did things compared to the prior normal. Although demand for blood increased during the 2021/22 financial year, it still was not at the level prior to the pandemic.

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She stated that not only was there a constant challenge collecting blood, but the costs of collecting blood from donors had also increased significantly. The state of the country's infrastructure also impacted the quick and safe delivery of blood and blood products.

Nicky du Toit reported that the Service had a fleet of sixty-three vehicles that travelled 1.7 million kilometres across the Western Cape, ensuring staff get to and from clinics and transporting blood to HQ for testing, processing, and delivery to hospitals.

Nicky du Toit reported that Turnover for the 2021/22 financial year was R479 million, with red blood cells making up the majority of income at 56% or R269 million; platelets were 19% at R93 million, plasma was 10% of income at R50 million and Services were 4% or R17 million, with other income equating to R52 million or 11%.

She highlighted comparisons in Sales between 2020, the last normal year, versus those of 2021 and 2022.

Nicky du Toit reported on the Expense totals, noting that salaries were the highest expenditure in any not-for-profit company and was R229 million or 50% of the Service's R454 million total. Collections costs were 10% at R43 million; testing costs were 11%, product Costs 13%, administration costs 9%, depreciation 3% and other at 4%.

Nicky du Toit explained that the YTD to August 2022 sales were 10.2% better than those of the previous year. Trading expenses increased by 12.6%, operating expenses increased by 7.7%, and the surplus was R22 million versus the prior year of R27 million, 16.6% lower.

Nicky du Toit reported on the budget for 2022/23 and noted that five months into the new financial year, she was not yet able to predict the price increases for the next financial year.

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She noted that the average CPI at the end of August was 7.6%, with increases in expenses (excluding salaries) fluctuating between 7.5% and 8%. The R/US\$ exchange rate had also been as high as R18.50 to 1 US\$.

Nicky du Toit stated that the most significant risks currently were the power outages and diesel costs to keep the Service's generators running and increasing fuel prices for the fleet of vehicles.

## **7. Appointment of Auditors for 2022/23**

Nicky du Toit reported that following a tender process during 2021, EY, who had been the Service's auditors for many years, were re-appointed at the previous AGM and were the auditors for the next three year period (of which two years remain).

She asked members or proxies to indicate their votes on the ballot forms.

## **8. Remuneration of Non-executive Directors**

Nicky du Toit reported that the non-executive directors' remuneration was increased by 7% in line with staff salary increases and performance-based increases and requested that the members vote to agree to the same increase for the non-executive directors.



## 9. Ballot results

Resolutions	In Favour
Ordinary Resolution: Appointment of non-executive directors	94.74%
Ordinary Resolution: Appointment of Roger Ramsbottom as director for 2022/23 until his resignation	94.74%
Ordinary Resolution: Appointment of Mandla Moyo as a director with effect from the date of resignation of Roger Ramsbottom	94.74%
Ordinary Resolution: Approval of EY as auditors	97.37%
Special Resolution: Approval of remuneration of non-executive directors as set out in the notice of the meeting.	92.11%

## 10. Closure

Greg Bellairs thanked Noelle, the Company Secretary, the non-executive directors of the Board, the donor representatives, and the staff who organised the meeting.

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CHAIRPERSON

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