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Wakamoso Africa

Ethics Review Office

Terms of Reference

Custodianship, governance, accountability, and decision-rights of the Wakamoso ethics function

Version 1.1

Effective date: 8 June 2026.

Supersedes Version 1.0 (May 2026).

Information Officer: Mélanie Prinsloo (CEO). Deputy Information Officer: Michael Matthews (CIO).

IR Registration Number: 2026-018959 (registered 25 May 2026).

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Filing: Governance / POPIA Compliance

1. Founding principle

Data collected through the Wakamoso Platform is not a resource to be extracted from communities. It is a shared asset entrusted to the Platform by individuals and communities for specific purposes. Organisations may derive value from that data, but the collection and use of that data must also create value for the people and communities from whom it originates.

This is the principle of Shared-Value Data Governance. Every operating decision of the Ethics Review Office flows from it.

The principle is operational, not aspirational. It is given effect through:

- the Wakamoso Ethics Framework — the institutional rubric the Office operates;
- the Shared Value screen applied to C3B outputs — the three-lens consistency test (Social Unrest Risk ↓, SDG proxy ↑, CCCI ↑) that surfaces lifting opportunities and refuses extractive ones;
- the Inter-Tenant data wall — the structural enforcement of the principle at the Platform level;
- the Wakamoso POPIA Opt-In — the canonical consent through which Data Subjects engage with the Platform;
- the participant reward mechanism — the operational expression of value flowing back to Data Subjects in exchange for their participation;
- the restrictions on re-identification and onward sharing recorded in the Subscriber Agreement and the Wakamoso Privacy Policy.

2. The Shared-Value Data Governance Framework

The Shared-Value Data Governance Framework is the body of principles, rubrics, decision-rules and operational controls by which Wakamoso gives effect to Shared-Value Data Governance on the Platform. It is the operating system of the Ethics Review Office.

Its components are:

- the Ethics Framework v1.2.1 (June 2026), as amended from time to time;
- the Wakamoso C3B Shared Value methodology (the three-lens screen);
- the Inter-Tenant data wall and the Tenant Zero structural safeguards;
- the Wakamoso POPIA Opt-In v2.0 (May 2026), as amended from time to time;
- the Ethics Assessor skill specification (currently v1.1, May 2026), which operates the rubric mechanically;
- the decision-rights and accountability records set out in this Terms of Reference document.

The Ethics Review Office is the custodian of this Framework. The Office maintains it, audits its application, and reports on its operation.

3. Nature and authority of the Office

3.1 Wakamoso does not operate an open data-collection platform. It operates a governed data ecosystem. The Ethics Review Office exists to ensure that every data collection activity conducted through the Platform is lawful, ethical, POPIA-compliant, and aligned with Wakamoso's Shared-Value Data Governance principles. The Office protects Data Subjects, communities, Tenants and the integrity of the Platform by preventing exploitative, deceptive, disproportionate or unlawful data practices and by ensuring that the benefits derived from data collection are balanced against the interests of the people and communities from whom that data originates.

3.2 Authority. The Office has sole authority to determine whether an activity may be conducted through the Wakamoso Platform. This is a Platform-governance decision. The Office does not determine the lawfulness of the underlying activity in the outside world, nor does it determine compliance with POPIA in the absolute sense. Courts of competent jurisdiction determine legality. The Information Regulator determines POPIA compliance. The Ethics Review Office determines whether Wakamoso will permit an activity on its Platform under the Shared-Value Data Governance Framework. Within the scope of the Platform, its decisions are binding on the Tenant, subject only to the appeals procedure in section 7 of this Terms of Reference and to any rights the Tenant may have under the Promotion of Administrative Justice Act.

3.3 Hybrid position. The Office is not a research ethics committee in the conventional sense, although it draws on research-ethics principles. It is a hybrid of a POPIA governance office, a data trust steward, and a platform regulator operating within the Wakamoso ecosystem. Its decisions are binding on Platform use; they do not displace the Tenant's own legal review, the Tenant's own institutional research ethics review (where applicable), or the determinations of courts and the Information Regulator.

4. Mandate

The Ethics Review Office is the governance body responsible for safeguarding the lawful, ethical and shared-value use of data on the Wakamoso Platform. As custodian of the Shared-Value Data Governance Framework, the Office:

- Reviews every Questionnaire submitted by a Tenant for fielding on the Platform against the Ethics Framework and the Shared-Value Data Governance Framework.
- Issues an Ethics Assessment Record (EAR) for each submission with a binding decision in one of five categories: APPROVED, APPROVED-WITH-CONDITIONS, RETURNED-FOR-REVISION, DECLINED, or APPROVED-PENDING-REGULATOR.
- Determines whether an activity, dataset or use of the Platform may continue on the Platform under the Shared-Value Data Governance Framework, with binding effect.
- Maintains the Ethics Framework and the related Shared-Value Data Governance Framework components, in consultation with the Advisory Panel.
- Maintains the audit trail of all decisions, AI-human override events, conflict disclosures, and Advisory Panel reports.
- Engages the Advisory Panel for periodic audit and ratification, and the on-call internal or external counsel for specific opinions.
- Reports on the function — to the Information Regulator (when required), to the Wakamoso board (annually), and to Tenants (in the form of the EAR for their specific submission).
- Periodically reviews the operation of the Shared-Value Data Governance Framework and recommends amendments to the Information Officer.

5. Composition

5.1 The Office

The Ethics Review Office consists of three roles operating in a defined hierarchy:

- Information Officer (Mélani Prinsloo, CEO) — accountable for the ethics function under POPIA Section 55 and IR Registration 2026-018959. Holds final authority on all decisions where the Deputy Information Officer is conflicted or where the Advisory Panel has escalated.
- Deputy Information Officer (Michael Matthews, CIO) — operational lead of the Office. Conducts day-to-day ethics review against the Ethics Framework. Signs Ethics Assessment Records for routine submissions. Maintains the Assessment Record archive and the audit trail.
- Ethics Assessor (AI Coworker skill, specification v1.1, May 2026, as amended) — produces the structured first-pass assessment for every submission. The skill operates the Ethics Framework rubric mechanically and consistently, surfacing the human-decision points to the Deputy IO. The skill is a tool of the Office; binding authority is exercised only by the human signatories named above.

5.2 The Advisory Panel

The Advisory Panel is an independent external body of three (3) members who meet twice yearly to audit the work of the Office, hear appeals of DECLINED decisions, review a sample of approved Questionnaires, and ratify the operating framework.

Panel composition:

- One member with a background in research ethics — typically a current or former member of a university research-ethics committee.
- One member with lived experience of community-based research — typically a community researcher, civil-society practitioner, or research-participant advocate.
- One member who is a category-specific reviewer when the Wakamoso fielding pipeline contains material work in that category — academic, municipal, business, NGO, loyalty, or research-agency.

Members are nominated by the Information Officer, ratified by the Wakamoso board, serve a two-year term renewable once, and are remunerated at a level commensurate with the time commitment.

5.3 Internal and external counsel

Malusi Mazibuko, internal counsel to Wakamoso Africa (Pty) Ltd, provides legal review of governance documents and is consulted on specific POPIA, contractual, and ethics-law questions. Malusi is not a standing member of the Office or the Advisory Panel. External counsel may be engaged on a per-matter basis where specialist expertise is required, and the consultation is recorded in the Ethics Assessment Record or in a separate counsel note.

6. Decision authority

Decision type	Authority
Routine APPROVED (all green)	Deputy IO signs. Ethics Assessor AI produces the EAR.
APPROVED-WITH-CONDITIONS	Deputy IO signs. Conditions communicated to Tenant; Tenant confirms compliance before fielding.
RETURNED-FOR-REVISION	Deputy IO signs. Resubmission goes through full review again.
DECLINED	Deputy IO drafts; Information Officer countersigns. Tenant has a right of appeal to the Information Officer and Advisory Panel under section 7.
APPROVED-PENDING-REGULATOR (Section 57)	Deputy IO and Information Officer joint sign. Tenant cannot field until Information Regulator responds.
Override of AI assessment	The Deputy Information Officer, or a person authorised to act on the Deputy Information Officer's behalf, records the override with reasons. The recorded justification is the required human intervention; no separate countersignature is required.
Framework amendment	Information Officer proposes; Advisory Panel ratifies at next meeting. Material changes between meetings require Advisory Panel email

	approval.
Appeal of a DECLINED decision	Information Officer and Advisory Panel jointly hear, deliberate, and decide within 10 Business Days of receipt of appeal. Their decision is final.

7. Appeals

7.1 Where the Ethics Review Office refuses to approve a Questionnaire (a DECLINED decision under section 6), the Tenant may appeal the decision by giving written notice to the Information Officer within 10 (ten) Business Days of the decision, in accordance with clause 7.6 of the Subscriber Agreement.

7.2 The appeal is reviewed jointly by the Information Officer and the Advisory Panel. The appeal decision is issued within 10 (ten) Business Days of receipt of the appeal notice, save where the matter requires regulator engagement or external legal advice, in which case the Office notifies the Tenant in writing of the expected timeline.

7.3 The appeal decision is final and binding on the Tenant in respect of Platform use. The decision does not displace any rights the Tenant may have under the Promotion of Administrative Justice Act or other Applicable Law.

7.4 Where the appeal results in approval, the Questionnaire may be fielded on the terms set out in the decision. Where the appeal is dismissed, the Tenant may amend the Questionnaire and resubmit, in which case the standard approval process applies.

8. Conflict of interest

The Deputy Information Officer is conflicted whenever (a) the Tenant is Wakamoso itself or a Wakamoso affiliate; (b) the Questionnaire is part of a Wakamoso-led research project on which the Deputy IO is a named investigator; (c) the Deputy IO has a direct or indirect financial interest in the Tenant or in the outcome of the fielding; (d) the Deputy IO has a close personal relationship with a named person at the Tenant.

Where the Deputy IO is conflicted, the Information Officer takes the review and signs the EAR. If the Information Officer is also conflicted, the Advisory Panel is engaged for a one-off review.

Conflicts are recorded in the EAR. The Advisory Panel reviews conflict disclosures at each panel meeting.

9. Turnaround commitment

The Subscriber Agreement v4.0 (June 2026) commits the ethics function to a response within seven (7) Business Days of a fully-prepared submission. The Office operates within this commitment:

- Days 1–2: Ethics Assessor AI produces the draft EAR.
- Days 3–5: Deputy IO reviews, refines, and signs.

- Days 6–7: Conditions (if any) are communicated to the Tenant. The Tenant has the remainder of the seven-day window to confirm acceptance of conditions; failure to confirm pauses the seven-day clock.

Complex submissions (Section 57 required, multiple amber findings, Advisory Panel engagement) may exceed seven days, in which case the Office notifies the Tenant in writing within the seven-day window with a revised expected response date.

Appeal decisions under section 7 are issued within 10 (ten) Business Days of receipt of the appeal notice, in accordance with clause 7.6 of the Subscriber Agreement.

10. Advisory Panel operations

The Advisory Panel meets twice yearly — typically in the first week of February and the first week of August. Each meeting:

- Reviews a random sample of EARs issued since the previous meeting (typically 10–15 EARs).
- Reviews any DECLINED decisions appealed by Tenants since the previous meeting.
- Reviews the Ethics Framework and the Shared-Value Data Governance Framework, and ratifies amendments proposed by the Information Officer.
- Reviews conflict disclosures.
- Reviews the Office's own performance — turnaround times, AI-human override rates, Tenant feedback.
- Produces a panel report filed under Governance / POPIA Compliance / Ethics Review / Advisory Panel Reports.

Between meetings the Panel is available by email for urgent ratifications, appeals, and conflict-recusal questions.

11. Reporting

- Tenant report — the EAR is issued to the Tenant within the turnaround window. The EAR is the authoritative record of the decision.
- Board report — the Information Officer produces an annual report for the Wakamoso board summarising submissions reviewed, decisions taken, AI-human override rates, Tenant feedback, and any material findings from the Advisory Panel.
- Information Regulator — where Section 57 prior authorisation is required, the IO files the application. Where a breach affects ethics-reviewed processing, the breach notification under Section 22 references the relevant EAR.
- Public report — the Ethics Review Office publishes an anonymised annual summary on wakamoso.africa describing the volume of reviews, decision profile, and any thematic learning.

12. Record-keeping and retention

All Ethics Assessment Records are retained for ten (10) years from the date of issue. The retention period reflects the typical post-publication scrutiny window for academic and public-interest research, and aligns with the Wakamoso data retention policy in the Information Security Policy.

Advisory Panel reports, conflict disclosures, AI-human override logs, and Framework amendment history are retained on the same ten-year schedule.

On disposal, records follow the NIST 800-88 secure-disposal standard referenced in the Information Security Policy.

13. Review of this Terms of Reference

These Terms of Reference are reviewed by the Information Officer at each Advisory Panel meeting and ratified in full at the start of each Wakamoso financial year. Changes are versioned. The previous versions of this document — the March 2024 Wakamoso Ethics Committee Terms of Reference and the May 2026 Ethics Review Office Terms of Reference v1.0 — are preserved as historical predecessors under Governance / POPIA Compliance / Ethics Review / Framework History.

14. Sign-off

Approved by:

Mélani Prinsloo — Information Officer (CEO)

Date: _____

Michael Matthews — Deputy Information Officer (CIO)

Date: _____

Advisory Panel — Chair

Date: _____

Master Adoption

This page records Wakamoso Africa (Pty) Ltd's adoption of the Wakamoso Ethics Review Office Terms of Reference v1.1. From the adoption date below, this is the canonical version of the Terms of Reference, superseding version 1.0 (May 2026). Substantive changes require a new version number and a new Master Adoption record.

Document: Wakamoso Ethics Review Office Terms of Reference

Version: v1.1

Adoption date: 8 June 2026

Responsible Party: Wakamoso Africa (Pty) Ltd, registration 2022/762282/07

Information Officer: Mélanie Prinsloo, Chief Executive Officer

Deputy Information Officer: Michael Matthews, Chief Information Officer

Internal Counsel: Malusi Mazibuko, Internal Counsel

Information Regulator Registration Number: 2026-018959

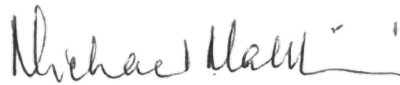
Adopted by Wakamoso Africa (Pty) Ltd:



Mélanie Prinsloo - Information Officer (CEO)

Date: 08 June 2026

Witnessed by the Deputy Information Officer:



Michael Matthews - Deputy Information Officer (CIO)

Date: 08 June 2026

Reviewed by internal counsel:



Malusi Mazibuko - Internal Counsel

Date: 08/06/2026

Once adopted, the fully countersigned document is uploaded to the Governance Dashboard and recorded as the adopted master version. Subsequent changes require a new version and a new Master Adoption record.