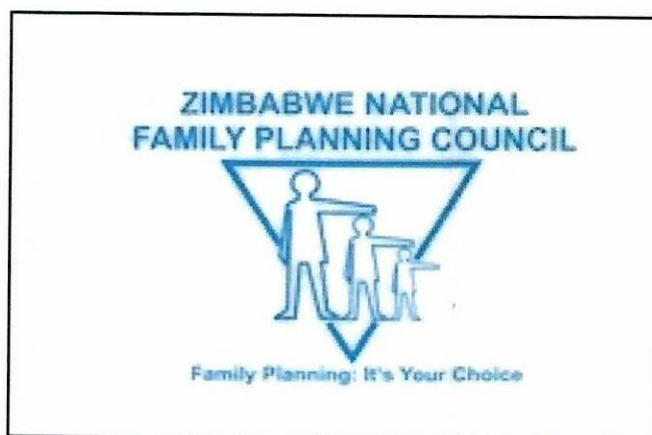




BOARD CHARTER

THE ZIMBABWE NATIONAL FAMILY PLANNING COUNCIL

Public Entities Corporate Governance Act (*Cap 10:31*)

OCTOBER 2024



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THE ZIMBABWE NATIONAL FAMILY PLANNING COUNCIL BOARD CHARTER

1.0. DEFINITIONS

- 1.1. **Principle** is a rule or law which is universal and unchanging.
- 1.2. **Role or function** is a bundle of tasks to be performed or discharged arising from a position held.
- 1.3. **Responsibility** is an obligation to ensure that certain tasks are performed both by person who bears the responsibility and others as well.
- 1.4. **Duty** is an act or omission expected to be performed by one in accordance with the moral duties of the office or position he/she holds.
- 1.5. **ZimCode I** is the National Code of Corporate Governance published on 9 April 2019.
- 1.6. **ZNFPC Act** - means the Zimbabwe National Family Planning Council Act Chapter 15:11.
- 1.7. **The Act** means ZNFPC Act.
- 1.8. **Constitution** is the Zimbabwe 2013 Constitution.
- 1.9. **Minister** means the Minister of Health and Child Care.
- 1.10. **Minister of Finance** is the Minister of Finance and Economic Development.
- 1.11. **Pecogo** is the Public Entities Corporate Governance Act, Chapter 10:33.
- 1.12. **Council's critical stakeholders** include members of Council's Board, management, employees and staff appointed to its rank and file.
- 1.13. **Council's other stakeholders** are those who are not critical stakeholders.
- 1.14. **Ethical behaviours and actors** are what council's critical stakeholders do and say in the discharge of their roles, responsibilities and duties to achieve Council's goals and objectives.
- 1.15. **Ethics** are moral norms, values, judgments, principles, beliefs and rules about right and wrong or good and bad which a group of people believe in.

- 1.16. **Morals** are fundamental ethical beliefs about what is good and right or bad and wrong in a given situation.
- 1.17. **Ethical values** are judgments made when right and wrong, good and bad decisions are made.
- 1.18. **Standard** is a level of quality or achievement used in order to judge something.
- 1.19. **ED** means Council's Executive Director.
- 1.20. **Ethics Officer** is one appointed by Council to render advice about the meaning and application of this Ethics Code.
- 1.21. **Conflict of interest** arises when personal, social or financial activities of Council's critical stakeholder or a close family member of such stakeholder, have the potential to interfere with his/her duty of **loyalty** and **objectivity** to the Council.

1. **PREAMBLE**

- 1.1. The Zimbabwe National Family Planning Council ("the Council") is a body corporate established in terms of Section 3 of the Zimbabwe National Family Planning Council Act [Chapter 15:11](hereinafter referred to as "the Act").
- 1.2. As a body corporate the Council is a **non-commercial** Public Entity ("PE") which is **intangible** and **invisible**, whose **visibility** and **tangibility** is only achieved when natural persons (such as its Board members and managers, etc.) are appointed to its ranks. The Council is permitted by law to do things natural persons can do through its **Board** and **Directors**, including its **managers** and staff members.
- 1.3. Section 4 of the Act establishes the Council's Board (the Board or Board Members) which is the governing body responsible for the general policy and control of the Council's operations.
- 1.4. The Council's Board, Board members and management play pivotal roles in the way the Council's **business affairs** are **led**, **managed** and **controlled** to achieve defined goals.

- 1.5. The Board members and managers, as natural actors appointed to the Council's rank and file, in turn require **regulation** on how they are appointed, structured and how they discharge their mandates to achieve goals. One such instrument of regulation is a Board Charter (hereinafter referred to as "the Charter").
- 1.6. In terms of Section 26(2) (a) of the Public Entities Corporate Governance Act, Chapter 10:33, (Pecogo) the Board should:
- a) prepare a Charter for the Council and itself;
 - b) conduct the Council's business affairs in terms of its Charter;
 - c) ensure that the Charter incorporates the principles set in Section 27 of Pecogo;
 - d) where appropriate, consult the Council's employees and members of the public in formulating the Charter; and
 - e) where necessary, seek the assistance of the Corporate Governance Unit (CGU) in the Office of the President and Cabinet (OPC).

3.0. PURPOSE, SCOPE AND APPLICATION OF CHARTER

3.1. This Charter:

- a) Incorporates input from Council's employees, stakeholders and insights and contributions from the Corporate Governance Unit ("CGU") in the Office of the President and Cabinet ("OPC") as required by Section 25(2)(b) of Pecogo.
- b) Is one of the Council's constitutive documents which describes its aim and purpose.
- c) Charts the way forward for the Board as it discharges Council's mandate.
- d) Unpacks the Council's mandate into its constituent elements and identifies those assigned to the elements and what is expected of them.
- e) Outlines Council's corporate philosophy in the form of its vision, mission and core values as set out below and for which the Board is responsible to implement:
 - (i) Vision: Towards zero unmet need for family planning services among all in Zimbabwe by 2026.

- (ii) Mission: To provide rights based quality integrated family planning services through innovation and coordination.
 - (iii) Core values: Universal Access, Rights and Choice-Based, Efficiency and Accountability.
- f) This charter also sets out how the board should be composed and structured to achieve the council's goals including how board members and senior management are appointed for best **fit** and **purpose**.
 - g) Furthermore, this charter defines the roles, responsibilities, duties and rights of Board members and the standards of conduct to which they will be held accountable. It also spells out the structure and conduct of Board and other Council meetings.
 - h) More importantly, while the Charter is **Council Director-facing**, the **Ethics Code is Council Management facing** although both complement each other.

3.2. Scope & Application of Charter

This charter is applicable to all critical stakeholders of the Council. In addition to the charter, Council's critical stakeholders are obliged to comply with other **laws and best practice principles** listed in appendices 1 & 2 respectively as amended and updated from time to time. These are available at Council's website (www.znfpc.org.zw) and Council's critical stakeholders are expected to read and understand them. Appendix 3 deals with how to handle conflict between this Charter, laws and other best practice principles.

4. PRINCIPLES

- 4.1. Section 27 of Pecogo sets out the following **principles** to be adhered to by Council:
 - a) promotion and maintenance of a **high standard** of **professional ethics**;
 - b) **efficient** and **economic** use of available **resources**;
 - c) provision of services **impartially, fairly, equitably** and **without bias**;
 - d) **responsiveness** to the **needs** of the people of Zimbabwe including a prompt and sensitive processing of complaints by members of the public with respect to the Council's interaction with them;

- e) **co-operation** with Government institutions and other public entities;
- f) openness and transparency in Council's internal workings and procedures and in its dealings with the public;
- g) maximising utilization of the Council's human resources; and
- h) council generally to ensure and infuse **efficiency, effectiveness, responsibility, accountability and honesty** in its procedures, operations and activities.

5. BOARD QUALITIES

5.1. The following qualities outline the framework for the conduct of Council's Board of Directors:

- a) **Conduct and Accountability:** Board members must demonstrate high ethical standards and conduct in their personal and professional lives and be accountable for their decisions in their capacity as board members.
- b) **Judgment:** Board members must demonstrate capacity to provide sound advice on a broad range of, financial, social, industry and community issues.
- c) **Financial Literacy:** Board members must demonstrate a sound level of financial literacy including the ability to understand financial statements to evaluate the financial health and performance of Council. To that end, Board members should be trained in finance to enhance financial literacy.
- d) **Teamwork:** Board members must demonstrate the ability to cooperate with the other board members to optimize the effectiveness of the Board.
- e) **Communication:** Board members must demonstrate willingness to listen as well as to communicate their opinions openly and in a respectful manner.
- f) **Experience:** Board members must demonstrate a high level of achievement in their personal and professional lives that reflects high standards of personal and professional conduct.

5.2. Knowledge of the law and Best Practice Codes:

- a) It shall be the duty of each and every Board member to ensure that they familiarize themselves with the requirements of all the statutes and Best Practice Codes at Paragraph 1.5.
- b) Every Board member shall adhere to and implement the principles of sound corporate governance policies, procedures and practices.

6. BOARD COMPOSITION

6.1. Leadership Principles and Board Type

- a) The Council's Board shall:
 - (i) be composed of persons with good leadership qualities and qualifications and other standards outlined in Pecogo and ZimCode;
 - (ii) provide effective direction and control of the Council and to make all material decisions affecting the Council; and
 - (iii) ensure that the Council remains a going concern and is prosperous.
- b) Council shall maintain a unitary Board comprising of non-executive Directors, an Executive Director ("ED") and at most two other Directors.

6.2. Size and Mix of the Board

6.2.1 The size of the Board shall ensure the presence of a wide range of skills, knowledge and experience without compromising common purpose, involvement and participation amongst the Directors necessary to meet the Council's strategic objectives.

6.2.2 According to Pecogo [s11 (5) (7)]:

- a) Civil servants or persons in full time State employment can be appointed but should **not be in the majority**.
- b) Permanent Secretaries of **any** ministry are disqualified.
- c) A fifty percent (50%) gender parity to be established and maintained.

- d) The Board should have a majority of non-executive members.

6.2.3 According to the 1st Schedule to Pecogo (s86-s88, s93-s97) (optional and **not** mandatory for Council):

- a) where a major shareholder (as in the Minister) is directly represented in the Board, such representative is to serve only if an agreement is in place specifying the Minister's rights, duties and obligations, and which is approved by a special resolution passed by elected board members and shareholders present at a meeting convened for that purpose:
- b) non-executive members should be in the majority of whom truly independent members constitute the majority;
- c) proper balance is to be maintained between:
 - (i) continuity of old board members for experience and institutional memory and new members for infusion of new talent and ideas; and
 - (ii) diversity in terms of qualifications, technical expertise, including knowledge and experience, nationality, age, race and gender.
- d) The offices of Board Chair and ED must be separate.
- e) At least two (2) executive directors should be board members.

6.2.4. According to ZNFPC Act [s4 (2)]:

- a) Board to have not less than seven (7) and not more than ten (10) members, out of which:
 - (i) One is a registered legal practitioner appointed by the Minister.
 - (ii) The Council's executive director who serves **as an ex-officio member**.
 - (iii) Ministry of Health and Child Care Representative who shall be the Chief Director Public Health.

- b) Not more than four (4) with **special knowledge, experience and expertise in one or more** of the following disciplines:
 - (i) Public health.
 - (ii) Reproductive health.
 - (iii) Demography.
 - (iv) Finance and Human Resources.
 - (v) Marketing and Communication.
- c) Not **more than three (3) in total** to represent selective or combined interests of:
 - (i) Women.
 - (ii) Youth.
 - (iii) Religion.
 - (iv) Trade Unions.

6.2.5 Fifty percent (50%) of the Board membership shall form a quorum at a meeting of the Board.

6.3. Acceptance Implications

Acceptance of appointment as Director implies acceptance of a complex and onerous responsibility and that one has the requisite skill, care, capacity, diligence and time to devote to the Council.

7. APPOINTMENT QUALIFICATIONS, TENURE, SEATS AND INDUCTION

7.1. Appointment and Qualifications.

7.1.1. According to the ZNFPC Act, eight (8) of the ten (10) Directors shall be appointed by the Minister, making the Council a PE by legal definition.

7.1.2 According to the Constitution:

- a) all appointments are to be made primarily on merit.
- b) all appointments are to be based on **expertise, knowledge and experience** in defined relevant disciplines.

7.1.3. According to ZNFPC Act [s4 (1) (d)] appointments are to be made on the basis of **knowledge, experience or expertise**.

7.1.4. According to Pecogo:

a) The Minister is obliged to:

(i) Notify His Excellency the President of any **intention** he/she may have to **appoint** and to **disappoint**.

(ii) And only act on **the intention** if President **endorses** it.

(iii) Fill vacancies within ninety (90) days from the date the quorum ceases to exist.

(iv) Cause written notice to be sent to Head of CGU **without delay** and providing profile of member appointed.

b) Appointed members are obliged to declare their assets and net worth which include all movable property owned or leased, any movable property exceeding one hundred thousand dollars (\$100 000), and any business in which the director has an interest.

7.1.5. According to ZimCode 1 (Best Practice):

a) Appointments must:

(i) follow robust and transparent procedures;

(ii) involve active and professional participation of the Board's Nomination Committee whose terms of reference are clear;

(iii) must also take into account a person's character, moral, ethical and professional conduct and inclination emphasising that "who a person should be more important than what he/she knows" in the appointment process; and

(iv) must involve comprehensive curricula vitae (CVs) and reference checking on character, knowledge, experience and expertise by director search firms with requisite experience.

b) On appointment to the Board, Directors shall receive a formal letter of appointment setting out clearly what is expected of them in terms of their roles and responsibilities, time commitment, committee service, involvement outside board meetings and the remuneration payable with this Board Charter being attached to all letters of appointment and being specifically incorporated by reference.

7.2. Tenure

- 7.2.1. All Council's Directors are appointed for a period of four (4) years, renewable for only one further term.
- 7.2.2. The ED shall be appointed for a period of five (5) years, which may be renewable for only one further term and remains an ex-officio board member by virtue of such appointment.
- 7.2.3. Any Board member shall vacate office for any good reason following due process.

7.3. Seats

- 7.3.1. Board members shall not serve on more than two (2) boards of PEs at the same time (though if a person is on the Board of a public entity and also on the Board of its subsidiary, that will count as membership of only one Board).
- 7.3.2. A Director should not be appointed as chairperson of more than two (2) boards of PEs and should this threshold be exceeded, then the Directors concerned should give good and sufficient reasons demonstrating ability, availability and capacity to discharge their roles, functions and duties in ways which best serve the interests of Council.

7.4. Induction

An induction programme aimed at an understanding of the Council and its operating environment shall be conducted for all newly appointed Directors. The programme should meet the specific needs of both the Council and the individual and should enable any new director to make the maximum contribution as quickly as possible.

7.5. Training, Development & Succession Planning

The Board shall establish a Human Resources Management Committee to, *inter alia*, oversee succession planning of Directors, continuous training and the regular review and evaluation of the performance of the Board and its Committees, individual director performance and Board member and senior management compensation.

8. **BOARD MEMBERSHIP TERMINATION, DISMISSAL, RESIGNATION, DISQUALIFICATION, SUSPENSION.**

8.1. According to Pecogo (s11-s16)

8.1.1. **Resignations** to be probed by Head of Ministry (Permanent Secretary) to ascertain from the member the reasons for his or her resignation, and any findings made by the Head of the line Ministry in that regard shall be communicated without delay to the Corporate Governance Unit.

8.1.2. Board member **dismissal is prohibited** unless based on misconduct, disqualification and breach of conditions of service and any unresolved disputes to be referred to Cabinet via the Minister responsible for administering Pecogo.

8.2. According to ZNFPC Act (s9) **Board Membership:**

8.2.1 **Ceases on date:**

- a) he/she begins to serve a **sentence** of imprisonment imposed in any country.
- b) The last of a seven days' notice expires which was given at the last of three (3) consecutive board meetings at which the member was **absent** without the Board's permission.
- c) He/she ceases **to be ordinarily resident** in Zimbabwe.
- d) He/she is adjudged or declared insolvent or bankrupt and has not undergone legal rehabilitation.
- e) He/she makes an assignment to or arrangement or composition with his creditors which has not been set aside or rescinded.
- f) He/she is sentenced to a term of imprisonment without an option of a fine.
- g) The Minister is **satisfied** and notifies the member that:
 - (i) The member's behaviour is **unbecoming** or **prejudicial** to the interests of the Board or the Council.
 - (ii) He/she has failed to comply with the conditions of engagement fixed by the Minister.

(iii) He/she is **mentally** or **physically** incapable to perform his/her functions.

- h) When criminal proceedings are instituted against the board member (s11) for any offence which attracts a prison term without an option of a fine.
- i) An allegation is made against the Board Member which puts the **standing and other interests** of the **Board and Council in jeopardy** according to best practice and resumption of innocence principle has no application.

8.2.2. **While on suspension** - any suspended member of the Board is not allowed to perform any functions as a member.

9. BOARD MEMBER REMUNERATION

9.1 According to Pecogo (S12-S14) Board members are to receive remuneration which:

- 9.1.1. is fair and appropriate – due regard to be given to qualifications and experience as differentiators;
- 9.1.2. must be reasonably **consistent** as between different Public Entities;
- 9.1.3. must be aligned to standard sitting allowances set from time to time in terms of Pecogo;
- 9.1.4. must be aligned to the Council's capacity to pay in compliance with remuneration standards set; and
- 9.1.5. must not compromise the Council's **efficiency, effectiveness and efficacy**.

9.2. According to the Constitution s320 (6):

- 9.2.1. Members of the Board are entitled to such remuneration, allowances and other benefits as may be fixed by or under an Act of Parliament – **Pecogo in this instance**.
- 9.2.2. The remuneration of Board members must not be reduced during the members' tenure.

- 9.3. According to ZNFPC Act (s16), Board member remuneration and allowances are:
- a) Fixed by the Line Minister and approved by the Finance Minister.
 - b) Paid from Council's funds.
 - c) To include reimbursable reasonable expenses incurred.
- 9.4. According to ZimCode I (S161 – S166 of 1st Schedule and 3rd Schedule), Board Member remuneration:
- 9.4.1. should be fair to enhance **motivation, reliability, commitment and effectiveness**;
 - 9.4.2. must **attract, retain and motivate** members of “**high calibre**”;
 - 9.4.3. a Human Resources Management Committee must be in place to look into and recommend appropriate and reasonable remuneration and allowances for Council's Board members;
 - 9.4.4. no illegal and unapproved remuneration shall be paid and if paid, will be subject to a surcharge to recover the overpayment;
 - 9.4.5. the remuneration should take into account the affordability and sustainability of the Council;
 - 9.4.6. board members' fees shall be paid as determined from time to time by the Minister; and
 - 9.4.7. remuneration should have due regard to the Director's qualifications, experience and functions they are expected to perform.

10. ROLE OF THE BOARD

10.1. Board Roles

10.1.1. Three (3) types of roles:

- a) Statutory.
- b) Common Law.
- c) Best Practice.

10.1.2 Statutory Roles of Board

10.1.2.1 Thirteen (13) in all, covered by s22 of ZNFPC Act, the most principal of which include:

- a) to popularise and promote adequate and suitable facilities for productive health and family planning.
- b) to activate leadership in sexual and reproductive health programmes.
- c) to procure and distribute adequate and appropriate contraceptive and reproductive health commodities.

10.1.2.2 According to Pecogo:

- a) No Board function or role is flagged.
- b) However its first schedule [S56 (a) to (j)] (optional application) prescribe the following roles for the Board:
 - (i) determining the Council's purpose, vision, mission and values;
 - (ii) setting strategies for achieving the Council's purpose;
 - (iii) setting parameters for exercising leadership, enterprise, integrity and good judgement;
 - (iv) ensuring that procedures, policies and practices are established and implemented;

- (v) approving, monitoring and evaluating the implementation of strategies, policies, procedures and business plans;
- (vi) identifying key tasks and key performance indicators of the Council;
- (vii) ensuring that technology and systems used by the Council are adequate to run its business viably;
- (viii) establishing proper succession plans for Board members, the Chairperson, Executive Director and senior members of management;
- (ix) regularly assessing the Council's performance and effectiveness and that of individual Directors and the ED;
- (x) accounting in Council's Annual Report for the directors' collective and individual performance at least once a year; and
- (xi) monitoring, on a continuous basis, the Council's solvency and ability to pay its debts as they fall due and making necessary and reasonable interventions in this regard.

10.1.2.3 According to the Constitution (s196):

Board members of PEs, including the **Council**, are **public officers** whose roles are:

- a) to treat **authority assigned** to them as a **public trust**;
- b) to exercise such **public trust** in a manner which is consistent and aligned with the Constitution's purposes and objectives;
- c) to demonstrate **respect** for the people and readiness to **serve** rather than **rule** them;
- d) to promote confidence in the offices they hold;
- e) to avoid **conflict** between personal interests and their **public office** or official duties;

- f) to abstain from **any conduct** that demean their offices;
- g) to show **objectivity** and **impartiality** in decision making;
- h) to show honesty in the execution of public duties;
- i) to be accountable **to the public** for their **decisions and actions**; and
- j) to show **discipline and commitment** in the service of the people.

10.2. Board Responsibilities

10.2.1. Pecogo, ZNFPC Act and the Constitution treat roles, responsibilities and duties as meaning the same. The best practice outlined below clarifies this confusion.

10.2.2. Best Practice and 1st Schedule (S59) of Pecogo prescribe the following fiduciary responsibilities for board members:

- a) must have time and energy for, and commitment to, the Council by attending a minimum of seventy-five percent of Board and Board Committee meetings, all annual general meetings and all-stakeholders meetings, and assisting the chairperson in answering questions raised at such meetings;
- b) are knowledgeable about the financial, social and political environment in which the Council operates;
- c) are in a position to make informed decisions;
- d) act independently and that his or her independence is constantly judged, assessed and monitored by the Board; and
- e) possesses, to the extent possible, the requisite skills and knowledge in relation to Information Communication Technology (ICT) and supportive equipment.

10.2.3. The Council's Board should ensure that:

- a) it obtains independent professional advice when necessary;
- b) confidential matters of the Council are treated as such and are not divulged to anybody without its authority;

- c) procedures and systems on the governance of information, knowledge and experience are established to act as checks and balances;
- d) the performance of the Council's management is monitored and evaluated against set targets, complemented by an appropriate reward system in order to attract and retain talent;
- e) the Council is ICT compliant in terms of requisite skills and knowledge and supportive equipment;
- f) the Council's accounting and financial reporting systems are sound;
- g) the Council's risk management measures and financial controls are properly supervised;
- h) the Council's systems, procedures and policies are in place to resolve conflicts of interests among and between directors, management, shareholders, the Council and other stakeholders;
- i) corporate governance in relation to the Council is properly monitored;
- j) the Council is not only a good corporate citizen but is seen to be one;
- k) every Board member is given an opportunity to disagree with fellow members where necessary;
- l) the Council's major shareholders and other stakeholders are identified and a clear policy on communicating with and relating to them is formulated; and
- m) the annual activity report of the Council is submitted to the shareholders' meeting for its adoption and for onward transmission to Parliament and other relevant stakeholders.

10.3. Board Duties

10.3.1. Two broad types of duties:

- a) Legal, broken down into two. i.e.
 - (i) **Statutory.**
 - (ii) **Common law.**

- b) **Moral duties** – which are **Best Practice driven**.

10.3.2. Statutory Duties:

- a) Pecogo, the Constitution and ZNFPC Act treat duties, roles, powers and responsibilities as **meaning one and the same thing**.
- b) The terminology quagmire is debunked under common and moral duties below.

10.3.3. Common Law Duties:

Council's Board to discharge the following common law duties:

- a) **Good faith and loyalty:**

- (i) Board member to honestly apply his/her mind and act in the best interests of the Council at all times.
- (ii) Board members to avoid situations where personal interest conflict with those of the Council.
- (iii) Board members must not cause harm to the Council knowingly.

- b) **Care**

Board members to:

- (i) act with a degree of care expected of a reasonable person caring for assets of what Mervyn King calls "**an incapacitated person**"; and
- (ii) be a good steward of the Council's assets. Use of assets by Board members for personal interest is **not** allowed.

- c) **Diligence**

Board member to honestly apply his/her mind in making a decision in regard to the enterprise side of the Council's operations.

d) **Skill**

Board members to:

- (i) apply **practised abilities** in the Council's interests at all times; and
 - (ii) use **practised abilities** to add value to the debate around the table especially in making a business judgment call.
- e) Board members to always do homework and come to the decision making table fully informed about the issues to be decided upon.
- f) Board members to always understand the issues and information circulated to them and to read Board documents prior to the Board meetings to enable them to participate meaningfully in Board meetings.

10.3.4. **Moral Duties**

a) Board to discharge the following **moral duties**:

- (i) **Honesty;**
- (ii) **Conscience;**
- (iii) **Common sense;**
- (iv) **Conviction;**
- (v) **Courage;**
- (vi) **Creative charisma;**
- (vii) **Hard work;**
- (viii) **Inclusivity;**
- (ix) **Patriotism;**
- (x) **Truth; and**
- (xi) **Ubuntu.**

b) Out of the eleven (11), the following are **the most important**:

- (i) The moral duty of **conscience** requires that directors should act with intellectual honesty and independence of mind in the best interests of the Council and in accordance with the principle of inclusive stakeholder approach to corporate governance.
- (ii) The moral duty of **hard work** requires directors to see personal benefits as bi-products of hard work.

- (iii) The moral duty of **patriotism** requires directors to work for the good of the country and to be resourceful.
- (iv) The moral duty of **inclusivity** requires directors to take an inclusive approach by embracing legitimate interests and expectations of the Council and all its stakeholders, large and small, when making decisions.

10.3.5. Common law duties are **mandatory** for the Council while moral duties are **voluntary** as Council is a non-commercial PE.

11. **BOARD COMMITTEES**

11.1. Council's Board is authorized to establish Committees, in which Directors shall play an important role, to assist it in the execution of its duties, powers and authorities.

11.2 Fifty percent (50%) of the Committee membership shall form a quorum at a Committee meeting.

11.3. Council's Board shall delegate such authority to each Committee as is required to enable such Committees to fulfil their respective functions.

11.4. The delegation of authority to Board Committees or management shall not mitigate or discharge the Board and its Directors from their duties and responsibilities.

11.5. **Part V of Pecogo General Regulations (s15-s18):**

11.5.1. **The Public Entities Corporate Governance Act Regulations** list Finance, Audit, Risk Management and Human Resources Management as Committees which can be constituted by the Board and also specify the composition and terms of reference of each.

11.5.2. **The Public Entities Corporate Governance Act Regulations** also allows the creation of other committees.

11.5.3. The Board is obliged to constitute the following Committees:

- a) **Audit Committee** whose functions are to:
 - (i) provide a detailed analysis of past year financial performance and planning;
 - (ii) provide forum for critical accounting issues and policies;

- (iii) institute internal controls and consider matters of risk;
 - (iv) analyze external audit reports and key issues;
 - (v) review going concern basis (regulatory, legal & tax matters); and
 - (vi) ensure compliance with business ethics and corporate codes of conduct of the Council and its members of the Board and management.
- b) **Human Resources Management Committee** whose functions are to:
- (i) review and approve remuneration (Directors fees) for Board members, Chief Executive Officer and Senior Management Staff;
 - (ii) make recommendations to the Board as to the conditions of service of staff;
 - iii) establish and administer remuneration policies for Board members and senior staff members;
 - (iv) review and approve Senior Management appointments;
 - (v) establish and administer policies for the appointment and retention of staff; and
 - (vi) use services of external experts in the above issues.
- c) **Finance and Projects Committee** whose functions are to:
- (i) ensure that accurate and complete financial records are maintained;
 - (ii) monitor income and expenditures against projections;
 - (iii) review and recommend financial policies and projects to the board, including ensuring adequate internal controls and maintaining financial records in accordance with standard accounting practices;
 - (iv) ensure that accurate, timely, and meaningful financial statements are prepared and presented to the Board;

- (v) present monthly financial statements to the Board and oversee budget preparation and financial planning;
- (vi) propose for Board approval a budget that reflects the organization's goals and Board policies;
- (vii) ensure that the budget accurately reflects the needs, expenses, and revenue of the organization; and
- (viii) safeguard the organization's assets.

d) **Risk Management Committee** whose functions are to:

- (i) assess the risks to which the Council is or will be subject and the opportunities open to it;
- (ii) develop strategies for combating or mitigating the risks and taking advantage of the opportunities; and
- (iii) develop arrangements for the Council to operate under conditions of volatility and to recover from acute shocks.

- 11.6 Each Committee shall have formal Terms of Reference that shall be approved by the Board.
- 11.7. Committees should be appropriately constituted, taking into account any relevant legislation and the objectives of the Council. The composition of Committees should be disclosed in the Annual Report.
- 11.8. Committees shall comprise of Board members and any member of management as provided for by the ZNFPC Act that the Board may appoint to the Committee persons who are not members of the Board. External parties such as paid advisers may be present at committee meetings by invitation.
- 11.9. The Chairperson of each Committee shall report back to the Board at each Board meeting embracing general principles of transparency and full disclosure.
- 11.10. Board Committees and members are authorized to obtain independent outside professional advice as and when considered necessary. The Council Secretary shall assist the Board Committees and members in obtaining any such professional advice at Council's cost.

- 11.11. The Board shall be able to impose or revoke any regulation and/or delegation of authority, by which any Committee or individual shall operate, at any time by recording its decision in the Board minutes.
- 11.12. The Audit Committee should comprise of at least two board members and senior staff members from the Internal Audit and Finance Departments. The Council's Chairperson and Chief Executive Officer should not be members of the Audit Committee but may attend meetings by invitation.
- 11.13. The Audit Committee should be chaired by an independent non-executive director. Furthermore, all members should be Non-Executive Directors of which the majority should be independent.
- 11.14. The Council's Chairperson should be a member of the Human Resources Management Committee and may also be a member of the Risk Management and Compliance Committee but may not chair these Committees.
- 11.15. The Human Resources Management Committee should comprise the Board Chairperson and two Non-Executive Directors, the Executive Director and the Chief Accounting Officer.
- 11.16. The Risk Management Committee should comprise of at least two (2) Board members and Senior Staff members responsible for various aspects of risk management.
- 11.17. Best Practice directs that Board Committees should:
- a) aid and assist the Board but not substitute the Board;
 - b) focus on a specialized area of responsibility e.g. audit, finance, remuneration, human resources, risk etc.;
 - c) be agents of the Board and the Board cannot shield behind Committees;
 - d) have terms of reference defining their Committees' roles, functions, reporting procedures and authority;
 - e) make transparent and full disclosure of any communications made to the Board; and
 - f) must seek independent professional advice whenever in doubt.

12. ROLE OF THE CHAIRPERSON

- 12.1. The Chairperson and Vice Chairperson of the Board shall be appointed by the Minister upon appointment of the Board for the duration of the Board's tenure.
- 12.2. The Chairperson primarily must ensure that the Board functions properly.
- 12.3. The Chairperson of the Board shall advise the Minister on all matters concerning establishment of new schemes or business, governance management and administration of any investment schemes and funds and on all matters concerning and incidental to the Council.
- 12.4. The Chairperson shall ensure the integrity and effectiveness of the Board and its Committees.
- 12.5. The Chairperson is required to:
 - 12.5.1. provide overall leadership to the Board, without limiting the principle of collective responsibility for Board decisions;
 - 12.5.2. ensure that all the Board members are fully involved and informed of any issue on which a decision has to be taken;
 - 12.5.3. set the ethical tone for the Board by determining and formulating the Annual Work Plan for the Board against agreed objectives, in conjunction with the ED and Company Secretary;
 - 12.5.4. exercise independent judgment, act objectively and ensure that relevant matters are placed on the agenda and prioritized properly
 - 12.5.5. avail himself/herself to the ED between Board meetings to provide counsel and advice;
 - 12.5.6. foster team spirit between the Board and management;
 - 12.5.7. ensure that the performance of the ED and each Board Member, including the Board itself, is frequently evaluated;
 - 12.5.8. play an active part in setting the agenda of Board meetings by meeting with the ED or Company Secretary before Board meetings to discuss and agree on important issues on the agenda so as to have a clear understanding of the meetings;

12.5.9. effectively manage conflicts of interest of Board members in ways which ensure that directors concerned recuse themselves from participating in discussion and decisions in which they are conflicted unless they are required to provide specific input during any such discussions;

12.5.10 ensure that all Directors are made aware of their roles, responsibilities and duties through a tailor-made induction programme buttressed by a formal programme of continuing professional education;

12.5.11 ensure that decisions made by the Board are executed timeously and effectively;

12.5.12 liaise with chairpersons of Board committees on matters of mutual interest; and

12.5.13 promote mentoring to enhance Directors' confidence.

13. **ROLE OF THE EXECUTIVE DIRECTOR**

13.1. The Executive Director (ED) is appointed by the Board and is in charge of the day to day running of the Council and bears the ultimate responsibility for all decisions and management functions.

13.2. The ED shall be:

- a) An ex-officio member of the Board.
- b) Sign a performance contract with the Council represented by its Chair.

13.3. The ED's role is to focus on the operations of Council, ensuring that it is run efficiently and effectively and in accordance with the strategic decisions of the Board.

13.4. The collective responsibility of management vests in the ED who bears the ultimate responsibility for all decisions and management functions.

13.5. The ED is accountable to the Board for the following roles, without limitation to these roles but including any other duties or responsibilities as assigned.

13.5.1. developing and recommending Council's annual business plans and budgets that support the Council's long-term view and ensuring that these are timeously presented to the Board for its consideration and approval and Board decisions are effectively implemented;

13.5.2. ensuring that Council's goals, objectives and targets are achieved;

- 13.5.3. ensuring the day to day business of Council is properly managed within the approved framework of delegated authority, Council strategies, policies and budgets;
- 13.5.4. ensuring that Council has a corporate culture that promotes sustainable ethical practices, encourages individual integrity and fulfils the social responsibility objectives and imperatives of the Council;
- 13.5.5. ensuring that Council applies all recommended best practice standards, failing which he or she must explain the failure to the Board and stakeholders of the Council;
- 13.5.6. creating and managing an effective management team and management structures;
- 13.5.7. ensuring that appropriate policies are formulated and implemented to guide Council's activities;
- 12.5.8. ensuring that effective internal Council and governance measures are deployed for implementation by the Council;
- 13.5.9. bringing timely material and other relevant matters to the attention of the Board in an accurate and timely manner; and
- 13.5.10. recommending or appointing the executive team and ensuring proper succession planning and performance appraisals for the team.

14. ROLE OF THE CORPORATE SECRETARY

- 14.1. The Board shall appoint a Corporate Secretary who is a **competent, qualified and experienced** person.
- 14.2. The Corporate Secretary shall:
 - a) be **independent**.
 - b) sign a performance contract with the Council duly represented by its Chair.
- 14.3. The Corporate Secretary is accountable to the Board for:
 - 14.3.1. ensuring that Board procedures are followed and reviewed regularly and that applicable rules and regulations for the conduct of the affairs of the Board are complied with;

- 14.3.2. organizing Board meetings;
- 14.3.3. guiding Board members on how their roles, responsibilities and duties should be properly discharged in the best interests of the Council;
- 14.3.4. keeping abreast of, and informing and advising, the Board of current and new developments regarding corporate governance thinking and practice;
- 14.3.5. maintaining statutory records in accordance with all applicable legal and best practice requirements;
- 14.3.6. timeously compiling and circulating Board packs and implementing Board resolutions;
- 14.3.7. eliciting appropriate responses, feedback and input to specific agenda items in Board and Board Committee deliberations, and
- 14.3.8. raise matters that may warrant the attention of the Board.

15. **ROLE OF THE HEAD OF INTERNAL AUDIT**

- 15.1. The Board shall appoint a Head/Director of Internal Audit who is a competent, qualified and experienced person.
- 15.2 The Head of Internal Audit plays a critical role in corporate governance matters that assists the Council to meet its strategic objectives as outlined below:
 - a) assessing and evaluating internal control frameworks and the effectiveness of the internal control systems and recommending improvements;
 - b) submitting to the Audit Committee a written assessment of the integrity and reliability of internal financial and operational controls;
 - c) providing risk-based and objective assurance, advice and insight on the integrity and reliability of the Council's internal financial and operational controls;
 - d) assessing the risk of fraud, corruption, unethical behaviour and other irregularities.

e) reporting to the Audit Committee on how management has or will repair deficiencies in the system of governance and the risk control framework.

15.3 Internal Audit should serve as an independent, oversight and assurance giving function which adds value and improves the operations of the Council that is effectiveness of governance, risk management, control and compliance.

16. **ROLE OF COMPLIANCE OFFICER**

According to s10(2) of Pecogo General Regulations, the Board may designate the Entity's Chief Executive Officer or a Board Member to be the entity's Compliance Officer. It is the responsibility of the Compliance Officer to ensure that:

- 16.1 Once per annum or upon revision of this Charter, every Board member, and every critical stakeholder of Council shall acknowledge and provide written affirmation that he/she is aware of the Charter and has complied with the provisions thereof.
- 16.2. New Board members and all new members of staff, at all levels, sign such acknowledgement (of awareness of the board charter) at the time of their appointment.
- 16.3. All Council's critical stakeholders periodically certify compliance with this Charter in writing.
- 16.4. Nobody has the authority to permit any exceptions to this Charter.
- 16.5. The behaviour and actions of Council's critical stakeholders reflect Council's professional ethos and singular sensitivity to Council's operating environment and the needs of Council's communities.
- 16.6. Council's reputation is indivisible and relies on the actions and statements of all its critical stakeholders.
- 16.7. All Council's critical stakeholders are responsible for the enforcement of, and compliance with, this Charter, including its distribution and for ensuring that they have sufficient knowledge thereof and comply with it adequately.
- 16.8. The Council and all its critical stakeholders comply with all applicable laws and regulations.

16.9. Council's critical stakeholders understand what laws and regulations apply to their particular activities and for ensuring that they comply with those laws and if in doubt must seek advice.

16.10 Council conducts its business in a way that is **fair, ethical** and **within** the framework of applicable **laws and regulations**.

17. PERFORMANCE CONTRACTING

17.1. All Board members shall enter into a written Performance Contract with the Minister.

17.2. The Human Resources Management Committee shall be responsible for undertaking regular performance assessments of the Chairperson, Directors, Board as a whole, Executive Director and Board Committees in order to evaluate their effective performance.

17.3. The Board shall:

17.3.1. Regularly assess its performance and effectiveness as a whole and the performance and effectiveness of Board Committees, individual Directors at least once every year and the Executive Director at least once every quarter.

17.3.2. Undertake an annual externally facilitated formal and rigorous annual evaluation of its own performance, its committees and individual Directors. The Chairperson should ensure that directors know that they will be subject to review, know the criteria used for evaluation, and know the procedures that will be followed. A series of evaluation questions, including questions for evaluating the chairperson, should be distributed in time for directors to complete prior to any meeting with the chairperson.

17.3.3. Set and achieve objectives for the continuous improvement in the quality and effectiveness of its performance, including its performance during a crisis.

17.3.4. Regularly review the degree to which its objectives are achieved and the quality of its decisions.

18. MEETING PROCEDURES

- 18.1. Meetings and proceedings of the Board shall be governed by the provisions of PECO read together with the ZNFPC Act and Best Practice.
- 18.2. An annual calendar of meetings, with an outline of the cyclical issues to be considered at each meeting, shall be drawn up by the Corporate Secretary, in conjunction with the Chairperson and ED.
- 18.3. Unless under exceptional circumstances, at least seven (7) working days' notice shall be given before the set date of a meeting. Such notices shall, where possible, include the agenda and any supporting papers.
- 18.4. The Corporate Secretary, in conjunction with the Chairperson and ED, shall prepare an agenda raising all relevant issues requiring attention to ensure that effective proceedings are facilitated.
- 18.5. The Corporate Secretary shall ensure that the agenda and meeting papers are circulated to Board members at least seven (7) working days before the set date of the meeting.
- 18.6. Each Board meeting pack shall include at least the following matters:
- 18.6.1. Reports on:
- a) Strategic initiatives and progress in relation thereto.
 - b) Matters of material or potentially material impact and/or risk.
- 18.6.2. Documents requesting approval of:
- a) Minutes of previous meetings.
 - b) Any matters requiring specific approval by the Board in terms of the Delegation of Authority.
- 18.6.3. Reports by:
- a) Executive Director.
 - b) Key Operational Personnel.
- 18.6.4. Board Committees documentation:
- a) Reports from the relevant Chairperson.
 - b) Minutes tabled for approval and information.
 - c) Governance matters of a general or of an ad-hoc nature.

- 18.7. Fifty percent (50%) of the Board membership shall form a quorum at a meeting of the Board.
- 18.8. Each Board member is responsible for being satisfied that, objectively, he/she has been furnished with all the relevant information and facts before making a decision.
- 18.9. A board member may not vote nor be counted in the quorum on any matter in which he/she has an interest. Additionally, he/she may be recused from any meeting at the discretion of the Chairperson when such matters are discussed.
- 18.10. Decisions will be made by the Board by reaching consensus, failing which, by a majority of votes of the members present.
- 18.11. The Chairperson shall have a deliberative vote and in addition, in the event of an equality of votes, a casting vote.
- 18.12. The Deputy Chairperson shall preside at any meeting of the Board from which the Chairperson is absent and shall at any meeting have all the powers and discharge all the duties of the Chairperson.
- 18.13. Minutes of the meetings shall be taken by the Corporate Secretary, approved by the Chairperson and shall be circulated to the Board within two (2) weeks of the relevant Board meeting. The minutes shall record the proceedings and decisions taken, the details of which shall remain confidential.
- 18.14. The Board shall make a statement in the Annual Report on its compliance with this Board Charter, its activities, the processes used in discharging its responsibilities and duties, the membership of the various Board Committees, the number of Board and Committee meetings and the attendance of members over the course of the year.
- 18.15. Meetings of the Board shall be held at such venue and at such time as the Board deems appropriate but shall normally meet at least once every three (3) months or at the request of the ED, the Chairperson or any Director.
- 18.16. The Chairperson of the Board shall preside at all Board meetings. If the Chairperson is absent, the Vice Chairperson shall preside.
- 18.17. In the absence of the Chairperson or Vice Chairperson, members present shall elect one of them to preside as Chairperson.

- 18.18. Directors shall use their best endeavours to attend Board meetings and to prepare thoroughly for each meeting.
- 18.19. Directors shall attend not less than 75% of Board meetings and those who are unable to attend shall advise the Corporate Secretary.
- 18.20. A record shall be kept of the attendance of Directors at Board meetings.
- 18.21. Directors are expected to participate fully, frankly and constructively in Board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Board.
- 18.22. The Chairperson may, for good reason, request the ED or other Management invitees to leave the Boardroom for any part of the Board meeting. This is especially so during deliberations relating to Management performance or remuneration or where there may be a perceived or actual conflict of interest.
- 18.23. Board meetings may be held by Directors communicating with each other through any technological means by which they can participate in discussion even though they may not be physically present in the same place.
- 18.24. Directors may pass or approve resolutions of the Board by written resolution.
- 18.25. Management or professional advisors who may be required for the purpose of, *inter alia*, capacity building for potential Directors, may be invited to the meetings, at the discretion of the Chairperson.
- 18.26. No invitee shall have a vote at meetings of the Board.
- 18.27. The Chairperson may excuse from the meeting or from any item on the agenda any of the attendees at a meeting who may have or may be considered by the Board to have a conflict of interest.
- 18.28. The Board's discussions shall be open and constructive. The Chairperson shall seek a consensus in the Board but may, where necessary, call for a vote. Discussions and records shall remain confidential unless a specific directive is received from the Board to the contrary.
- 18.29. The Board shall have sole authority over its agenda. Any Director may, subject to the Chairperson's authority request the Corporate Secretary to include an item on the Board agenda.
- 18.30. At each meeting the Board shall, at a minimum, consider the matters laid out in the meeting agenda.

18.31. The Board shall, during the cycle of its activities:

- a) Approve the strategy, business plan and annual budget.
- b) Approve the annual and bi-annual financial statements and statutory reports.
- c) Review the performance of Directors and Board Committees.
- d) Review the ED's remuneration and board fees.
- e) Review policies and practices in general (such as remuneration, donations and sponsorships, authority levels and the like), as appropriate.

19. **PROFESSIONAL OR BUSINESS SERVICES PROVIDED BY DIRECTORS**

19.1. Directors **may not** generally provide any professional services to the Council.

19.2. The Council however may, for the purpose of a special assignment, engage the services of a Director with a specific subject matter expertise to undertake a specific task. In such event the scope of the task will be defined and agreed upon by the Board.

19.3. The terms of engagement shall be competitive, clearly recorded and all legal requirements with regards to disclosure shall be complied with.

20. **COMMUNICATIONS WITHIN THE BOARD**

20.1. Communication within the Board on substantive matters should, in general, be with all board members.

20.2. As part of a Board Code of Conduct Policy, Executive Directors and Board members must refrain from forwarding or blind copying any e-mail communication either within the Council or from the Council to persons outside.

20.3. Matters brought before the Board must not be discussed with management or persons outside the Council unless compelled to so disclose in terms of the law.

- 20.4. Shareholders and other interested parties desiring to communicate with the Board should direct their enquiries and communication as set out below and copy both the Executive Director and Corporate Secretary.

The Board Chairperson
Zimbabwe National Family Planning Council
Number 1 Swiss Way Cnr Highfield Road
P. O. Box ST 220
Southerton
Harare

21. COMMUNICATIONS WITH THE MINISTRY

- 21.1. The Board shall meet with the Minister at least once every six months.
- 21.2. The Board shall keep the Minister informed of any material developments or events impacting on the Council.
- 21.3. The Board shall produce an Annual Report and Audited Accounts so soon after the year end and, in any event, not later than three (3) months after end of each year and shall upon completion submit the accounts forthwith to the Minister. Financial statements and budgets shall comply with International Financial Reporting Standards (IFRS), the Public Finance and Management Act, and any other relevant statutes.

22. GENERAL

- 22.1 The Board and its Directors, in carrying out their tasks under this Charter, may obtain such outside or other independent professional advice, as considered necessary to carry out their duties.
- 22.2. All Directors shall have access to Management and the Corporate Secretary for advice about the operations and governance of the Council and Board procedures.
- 22.3. Any Director or member of any Board Committee must bring to the notice of the Board, its Chairperson or the ED any material matter that he/she deems appropriate.
- 22.4. If any part of this Charter conflicts with clauses contained in Pecogo, the provisions of Pecogo shall take precedence.
- 22.5. This Charter may be amended from time to time by the Board.

23. APPENDICES

23.1. Conflict of Interest Policy and Disclosure Form (RBZ Form) **Annexure "A"**.

23.2. Terms of References of Board Committees **Annexure "B"**.

APPENDIX 1

This Charter - Regulatory Framework

1.1. This charter is **informed** by, and **subject** to:

- a) The **mandatory** provisions of –
 - (i) The Constitution of Zimbabwe 2013 ("the Constitution").
 - (ii) Zimbabwe National Family Planning Council Act, Cap 15:11 and its regulations ("ZNFPD Act").
 - (iii) Public Entities Corporate Governance Act, Cap 10:33 ("Pecogo" or "the Act").
 - (iv) Public Entities Corporate Governance Regulations, S.I. 168 of 2018 (**G-Regs**).
 - (v) Public Finance Management Act. Cap 22:19 (PFM Act).
 - (vi) Public Procurement and Disposal of Public Assets Act, Cap 22:23 and its regulations.
 - (vii) Administrative Justice Act, Cap 10:28 "

APPENDIX 2

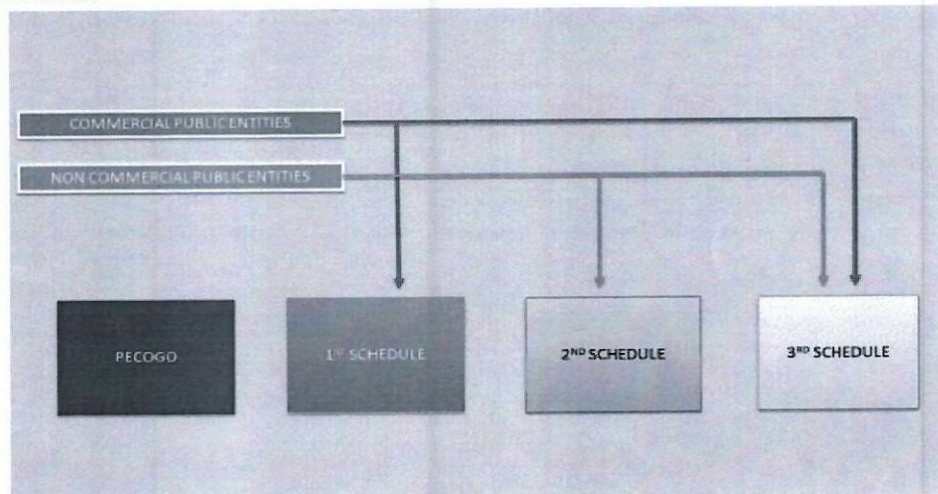
1.2 The **Voluntary** Best Practice provisions of:-

- (i) National Code on Corporate Governance 2015, which is 1st Schedule to Pecogo (ZimCode).
- (ii) Corporate Governance Framework for State owned Enterprises and Parastatals 2010 (**Nov 2010 Code**).
- (iii) Any other voluntary Best Practice Codes **chosen** and **adopted** by the Board.

Note Well

- (i) First Schedule to Pecogo - **optional** application for non-commercial Public Entities like the Council and **mandatory** application for commercial Public Entities. (S26 of Pecogo).
- (ii) **Second Schedule** to Pecogo - **optional** application for **commercial** PEs and **mandatory** application for **non-commercial** PEs like the Council.
- (iv) Third Schedule to Pecogo - **mandatory** for both **commercial** and **non-commercial** PEs as shown in Table 1 below.

Table 1



APPENDIX 3

1.3. Conflict and Supremacy

Where provisions of:

- a) The Constitution are inconsistent with any law at Paragraph 1.5(a), that law is invalid to the extent of the inconsistency (s2 of Constitution).
- b) Pecogo conflict with those of ZNFPC Act, as an "**enabling instrument**" the former **prevails** over the **later**. (S3 of Pecogo).

- c) Other Acts (**excluding the Constitution and Pecogo**) at Paragraph 2.5(a) above conflict with each other, the **later in time** shall prevail.
- d) This **Charter** conflicts with any other law at Paragraph 2.5(a) above, the **later prevails**.
- e) This **Charter** conflicts with those of **Best Practice Codes "identified and adopted"** at Paragraph 1.5(a) above, the **former** prevails accompanied by a **reasoned and balanced** justification statement.
- f) Identified and adopted Best Practice Codes conflict with those of best Practice Codes **identified** but not **adopted** by the Board, the **former shall prevail** accompanied by a reasoned and balanced justification statement.



23. APPROVAL OF BOARD CHARTER

Adopted and approved by the Zimbabwe National Board of Family Planning, the Secretary and the Honourable Minister of Health and Child Care

FULL NAMES: Col (DR) Lioba Tendu GUNDUZA

SIGNATURE: [Signature] DATE: 10/10/24
Board Chairperson

FULL NAMES: MANUKANDU A JV

SIGNATURE: [Signature] DATE: 14/11/24
Permanent Secretary for Health and Child Care

FULL NAMES: AT. MOMBESTORA

SIGNATURE: [Signature] DATE: 02/12/24
Honourable Minister of Health and Child Care

