



# **BOARD CHARTER**

---

## **CORPORATE SERVICES**

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

**Approval**

The signatories hereof, being duly authorised thereto, by their signatures hereto authorise the execution of the work detailed herein, or confirm their acceptance of the contents hereof and authorise the implementation/adoption thereof, as the case may be, for and on behalf of the parties represented by them.

This document has been approved for publishing by:

Prepared by	Signature	Date	The Corporate Secretary
Recommended for approval by	Signature	Date	Chairman ZBC Board Legal & compliance Committee
Approved for adoption	Signature	Date	Chairman ZBC Board of Directors

**Distribution**

No.	Issued to	Date	Signature

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

**Contents**

1. Preamble ..... 3

2. Defined Terms..... 3

3. Scope ..... 4

4. Purpose ..... 4

5. Legislative and Governance Framework ..... 5

6. Fiduciary Responsibility ..... 5

7. ZBC’s Board Roles and Responsibilities ..... 5

8. Role Of The Chairman ..... 7

9. Role of the Deputy Chairman ..... 8

10. Roles and Responsibilities of the Executive Directors ..... 8

11. Role Of Executive And Non-Executive Directors ..... 10

12. Role of the Corporate Secretary ..... 13

13. Remuneration of Directors ..... 13

14. Committees of the Board ..... 13

15. Formal Evaluation of Board Committees ..... 15

16. Decision-Making Process and Circumstances where Matters may be Referred Directly to the Board ..... 15

17. Board And Shareholder Relationship ..... 16

18. Board’s Relationship to Staff and External Advisors ..... 17

19. Succession and Emergency Planning ..... 17

20. Board Meetings..... 18

21. Meeting Procedures ..... 19

21.1 Frequency ..... 19

21.2 Attendance and Participation ..... 19

21.3 Quorum..... 20

21.4 Agenda and Minutes..... 20

22.0 Monitoring of Operational Performance..... 21

23.0 Code of Ethics..... 22

24.0 Directors’ Code Of Conduct And Business Ethics..... 22

25.0 Board Operations Manual ..... 22

26.0 Review of the Charter..... 22

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

## 1. Preamble

This Charter aims to regulate the parameters within which the Board will operate and to ensure the application of the principles of good corporate governance in all dealings, in respect and on behalf of the Corporation. The Charter is subject to the provisions of the Companies Act, ZBC's Memorandum of Understanding and Articles of Association, Zimbabwe Broadcasting Services Act {12:06}, legal framework for Parastatals and State Enterprises and any other applicable laws or regulations.

Whilst this Charter of necessity includes references to minimum acceptable standards of governance, in pursuit of its underlying ideals, it is critical that substance prevails over form. The Board reaffirms its intention to exceed these corporate governance standards wherever reasonable, having due consideration to:

- Public Finance Management Act {22:19}
- recognised standards of governance;
- best practice locally and internationally;
- recommendations of the Public Entities Corporate Governance Bill;
- the recommendations of the King III Code on Governance (King III);
- the Memorandum of Understanding and Articles of Association; and
- the objectives set out in Section 2 of the Zimbabwe Broadcasting Services Act {CH 12:06}.

Each Director will sign a copy of this Charter and this will constitute an integral part of each Director's terms and conditions of appointment.

The Board must form Committees consisting of Non-Executive Directors to assist the Board to discharge its duties. The Committees must have their responsibilities set out in a formal terms of references.

## 2. Defined Terms

In this Charter;

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

“Accounting Authority” means the Board of Directors of the ZBC;

“Board” means the Board of Directors of the ZBC as constituted by the responsible Minister from time to time;

“Broadcasting Services Act” means the Broadcasting Services [CH 12:06], as amended;

“Companies Act” means the Companies Act [CH 24.03];

“Executive Authority” means the Government Minister who is accountable to the Executive and Parliament for the ZBC or in whose portfolio it falls;

“Government” means the Government of the Republic of Zimbabwe as defined in the Constitution of the Republic of Zimbabwe;

“PFMA” means the Public Finance Management Act [CH 12:19];

“President” means the President of Zimbabwe;

“ZBC” means the Zimbabwe Broadcasting Corporation;

“Shareholder” means the Executive Authority;

### 3. Scope

The Charter applies to the following members of the Zimbabwe Broadcasting Corporation (ZBC) community.

- ZBC Board;
- All ZBC Staff;
- Any individual employed by ZBC, using ZBC resources or facilities, or receiving funds administered by ZBC; and
- Volunteers and other representatives when speaking or acting on behalf of ZBC.

### 4. Purpose

The purpose of the Charter is to document the Board’s role, responsibilities and its meeting procedures.

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

## 5. Legislative and Governance Framework

In addition to its founding legislation, the ZBC is regulated by:

- a. its Memorandum of Association (Memorandum and Articles of Association);
- b. Companies Act [CH 24:03] as amended from time to time;
- c. Public Finance Management Act [22:19];
- d. Zimbabwe Broadcasting Services Act [CH 12:06];
- e. Any other laws as may be promulgated from time to time;
- f. recommendations oth Public Entities Corporate Governance Bill;
- g. ZBC Commercialization Act;
- h. all other applicable laws of the Republic of Zimbabwe

## 6. Fiduciary Responsibility

The individual Directors and the Board as a whole, both Executive and Non-Executive, carry full fiduciary responsibility in terms of the Companies' Act, the Broadcasting Act and the Public Finance Management Act.

## 7. ZBC's Board Roles and Responsibilities

The role and responsibilities of the ZBC board are to: -

- 7.1 Uphold corporate governance principles and relationship management by managing its relationship with management, the shareholder and other stakeholders of the Corporation along sound corporate governance principles;
- 7.2 Appreciate that strategy, risk, performance and sustainability are inseparable and to give effect to this by:
  - a. contributing to and approving the strategy;
  - b. satisfying itself that the strategy and business plans do not give rise to risks that have not been thoroughly assessed by management;
  - c. identifying key performance and risk areas;
  - d. ensuring that the strategy will result in sustainable outcomes; and

	<b>CORPORATE SERVICES</b>	<b>Policy CS /</b>
		<b>BOARD CHARTER</b>

e. considering sustainability as a business opportunity that guides strategy formulation.

- 7.3 Ensure that the Corporation is and is seen to be a responsible corporate citizen by having regard to not only the financial aspects of the business of the Company but also the impact that business operations have on the environment and the society within which it operates;
- 7.4 Ensure that the Corporation's ethics are managed effectively;
- 7.5 Ensure that the Corporation has an effective and independent audit committee;
- 7.6 Be responsible for the governance of risk;
- 7.7 Ensure and monitor the Company's compliance with applicable laws, regulations and standards;
- 7.8 Ensure that there is an effective risk-based internal audit;
- 7.9 Appreciate that stakeholder's perceptions affect the Corporation's reputation;
- 7.10 Ensure the integrity of the Company's integrated report;
- 7.11 Act in the best interests of the Company by ensuring that individual directors:
  - a. adhere to legal standards of conduct;
  - b. are permitted to take independent advice in connection with their duties subject to prior consultation with the chairman or in other appropriate circumstances, the company secretary;
  - c. disclose real or perceived conflicts to the board and deal with them accordingly;
- 7.12 Commence business rescue proceedings as soon as the Company is financially distressed;
- 7.13 Appoint a deputy chairman of the board to stand in for the board chairman when the latter is unable to or is unavailable to perform his duties.
- 7.14 appoint and evaluate the performance of the chief executive officer

The board should do everything to fulfil its role set out above.

	<b>CORPORATE SERVICES</b>	<b>Policy CS /</b>
		<b>BOARD CHARTER</b>

## 8. Role Of The Chairman

- 8.1 The Minister designates a Non-Executive Director as the Chairman of the Board. The Chairman's responsibilities are separate from those of the corporation Chief Executive Officer.
- 8.2 The Chairman's role is to lead and manage the Board and ensure that it discharges its responsibilities.
- 8.3 The responsibilities of the Chairman include:
- a. Ensuring that all Board Members are fully involved and informed of any business issue on which a decision has to be taken;
  - b. Oversight role on the management of the Corporation;
  - c. Ensuring that the Non-Executive Directors monitor the business and contribute to the business decisions of the ZBC;
  - d. Exercising independent judgment, acting objectively and ensuring that all relevant matters are placed on the agenda and prioritised properly; and
  - e. Working closely with the Corporate Secretary in ensuring that at all times the Board Members fully understand the nature and extent of their responsibilities as Directors in order to ensure the effective governance of the ZBC;
- 8.4 The Chairman shall act as a facilitator at meetings of the Board to ensure that no Director, whether Executive or Non-Executive, dominates the discussion, that relevant discussion takes place, that the opinions of all Directors relevant to the subject under discussion are solicited and freely expressed and that Board discussions lead to appropriate decisions. The Chairman will seek a consensus amongst the Board but may, where considered necessary, call for a vote, in which event the decision of an ordinary majority of Directors will prevail and dissenting views will be recorded. The Chairman shall have a casting vote.
- 8.5 In the event of any matter arising, which the Chairman, or the majority of the Board, feel that the Chairman may not be able to deal with objectively, the Chairman shall temporarily relinquish the chair to the Deputy Chairman or any other Non-Executive Director for the duration of the discussion on such issue. In such event, the



	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

Chairman shall be entitled to enter into discussion and to vote as any other Director present at the meeting.

8.6 Communication with the Shareholder shall take place through the Chairman of the Board. At his discretion, the Chairman may invite the Group CEO or any other Board Members to meetings with the Shareholder. Bilateral meetings shall include the CEO, the Corporate Secretary and other Members of the Board and Executive Management who are deemed necessary by the Chairman. The Group CEO may communicate with the Permanent Secretary of the Ministry of Media, Information and Broadcasting Services provided, that the Chairman is informed prior to the meeting and its purpose. The Group CEO shall report to the Chairman the outcome of such meetings.

8.7 Working closely with the Company Secretary in ensuring that at all times the Board Members fully understand the nature and extent of their responsibilities as Directors in order to ensure the effective governance of the Corporation;

## 9. Role of the Deputy Chairman

The Minister may appoint a Non-Executive Director as the Deputy Chairman of the Board. When the Chairman is absent or unable to perform his duties, the Deputy Chairman must act in his stead and when so acting, exercise or perform any function of the Chairman.

## 10. Roles and Responsibilities of the Executive Directors

The Non-Executive Directors, shall after they have conducted interviews and compiled a short list of preferred candidates, recommend to the Minister for his approval/rejection the appointment of the preferred candidate to fill the position of the Chief Executive Officer of the Corporation.

1. The roles and responsibilities of the Executive Directors shall include:
  - a. Ensuring that the Shareholder Vision and Corporate Plan of the ZBC fully addresses the mandate and strategic objectives set by the Executive Authority;

	<b>CORPORATE SERVICES</b>	<b>Policy CS /</b>
		<b>BOARD CHARTER</b>

- b. Timeously providing the Board with relevant and appropriate information to achieve the necessary strategic objectives and to comply with its legislative, regulatory and other obligations;
- c. Manage the business of the ZBC, in accordance with directives from the Board, and the shareholder.

2. The role and responsibilities of the Corporation CEO shall include:

- a. Ensuring the operational performance of the ZBC;
- b. Ensuring that management carries out its responsibility;
- c. Ensuring the development of the annual Corporate Plans and Budgets in support of the strategic objectives of the ZBC;
- d. Ensuring that the strategic objectives of the ZBC are included in all the operations of the ZBC, the Corporate Plan, Business Plan and Key Performance Indicators;
- e. Ensuring that the day-to-day business affairs are properly monitored and managed;
- f. Liaising and consulting with the Chairman/Deputy Chairman of the Board as required by Board policies and resolutions;
- g. Refrain from acting in any manner which undermines the authority of the Chairman/Deputy Chairman of the Board or the Board with any employees of the ZBC, the Shareholder or other external stakeholders;
- h. Ensuring continuous improvement in the quality and value of the ZBC's products and services and maintenance of its competitive positions;
- i. Ensuring an effective management team;
- j. Ensuring compliance with all legislation and policies;
- k. Compiling management accounts on a monthly basis and provide such management accounts to the Board on a quarterly basis;
- l. promoting employment equity and an organisational culture which ensures retention and development of staff;
- m. Formulating and overseeing the implementation of major corporate policies;
- n. Ensuring that all Board policies and strategies are fully implemented;

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

- o. Acting as chief spokesperson for the company;
  - p. Fostering a corporate culture, which promotes ethical practices and individual integrity, and fulfils a social responsibility objective;
  - q. Reporting to the Board on all matters material and on all of the above; and
  - r. Ensure that the Corporate Secretary is provided with the information required for Board Packs timeously in order to ensure that Board Packs are received by Board Members at least seven days prior to any meeting.
3. Formal Evaluation of the Group CEO:
- a. The CEO Performance Review Committee, sitting without Executive Directors, shall make a formal evaluation of the Group CEO on a quarterly basis. The evaluation must be based on objective criteria agreed to beforehand between the Board and the CEO including performance of the business, accomplishment of strategic objectives of the ZBC, development of management, and leadership qualities, etc. For this purpose, the Group CEO may be called to an interview.
  - b. The Performance Review Committee must provide a report for deliberation to the full Board sitting without Executive Directors and may modify its findings based on such deliberations.
  - c. The evaluation must be used by the CEO Performance Review Committee in the course of its deliberations when considering the compensation of the Group CEO.

## 11. Role Of Executive And Non-Executive Directors

11.1 The Executive Directors are involved in the day-to-day management of the ZBC. Executive Directors are responsible for ensuring, in a timely manner, that the Board is fully informed of all material matters that may affect the ZBC. In particular, Executive Directors are obliged to bring to the attention of the Board any matters that may negatively influence the ability of the Board to comply with its obligations under the Public Finance Management Act [22:19].

	<b>CORPORATE SERVICES</b>	<b>Policy CS /</b>
		<b>BOARD CHARTER</b>

11.2 Non-executive Directors are responsible for the governance of the Corporation, namely, a duty of care, a fiduciary duty and a duty to act only within their powers and authority.

11.3 Every Director of the Board shall:

- a. At all times conduct himself in a professional manner, having due regard to his fiduciary duties and responsibilities to the Corporation;
- b. Uphold the core values of confidentiality, integrity and independence in all dealings on behalf of the ZBC;
- c. Ensure that he has sufficient time available to devote to his duties as a Director;
- d. Be diligent in discharging his duties to the Corporation and seek to acquire a broad knowledge of the Corporation's business so as to be able to provide meaningful direction to it;
- e. Keep abreast of changes and trends in the business environment and markets, including changes and trends in the economic, political, social, technology and legal climate generally, which may impact on the Corporation's business;
- f. Use their best endeavours to attend all Board meetings, to read all necessary documentation and prepare themselves thoroughly in advance of Board meetings. Directors who are unable to attend a scheduled meeting must advise the Chairman or the Corporate Secretary in writing, in advance of a meeting;
- g. The Board shall allow every Director to play a full and constructive role in its affairs. Directors shall accordingly participate fully, frankly and constructively in Board discussions and other activities and shall endeavour to bring the benefit of their particular knowledge, skills and abilities to Board discussions;
- h. As Directors are individually and collectively accountable for compliance by the ZBC with its statutory and regulatory obligations, every Director should endeavour to be conversant with the statutory and regulatory framework within which the ZBC operates;
- i. The Board may recommend to the Minister that any Director who fails to attend at least 75% of scheduled Board or Committee meetings be called upon to relinquish his directorship;

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

j. The directors shall be paid fees in line with Ministerial directives and pronouncements.

11.4 The Board shall adopt a formal Conflicts of Interests Policy in terms of which conflicts are defined and appropriate procedures for dealing with conflicts are prescribed. As a minimum, such a policy must state that Directors recuse themselves from discussions or decisions on matters in which they have a conflict of interest. A Directors' interests register shall be signed in all Board Meetings;

- a. Directors are required to inform the Board through the Corporate Secretary in advance, of any conflicts or potential conflicts of interest they may have in relation to particular items of business to be transacted at a meeting (on the agenda);
- b. Directors may not vote and must not be counted in the quorum of a meeting to pass a resolution in respect of any business where they have a direct or indirect interest;
- c. If any Director wilfully or negligently fails to disclose an interest as required above or, subject to the provisions of the Memorandum of Association, if he/she participates in the proceedings of the Board notwithstanding any conflict of interest, the relevant proceedings of the Board may, at the discretion of the other Directors be declared null and void. This shall be in addition to any other sanction that the Board may collectively apply in respect of the errant Director, which sanction may include a recommendation to the Minister that such Director be removed from the Board;
- d. In exceptional circumstances, the Board may decide that, in the light of interests disclosed by a Director, such Director shall not be entitled to receive any further information on any particular matter before the Board and shall instruct the Corporate Secretary accordingly. A Director who is aggrieved by the Board's decision in this regard shall be entitled to make representations to the Board who will refer the matter to an independent governance expert whose decision shall be final and binding on the parties.

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

## 12. Role of the Corporate Secretary

- 12.1 The Corporate Secretary is appointed by the Board. His/her role is to provide the Board and individual Directors with guidance as to the nature and extent of their duties and responsibilities and, how such duties and responsibilities must be properly discharged in the best interests of the ZBC and the Shareholder.
- 12.2 The Corporate Secretary's role entails the induction of new and inexperienced Directors and, together with the Chairman of the Board, developing mechanisms for providing continuous education and training for all Board Members in order to improve and maintain the effectiveness of the Board.
- 12.3 The Corporate Secretary must assist the Chairman and the Group CEO in determining the Annual Calendar and Annual Board Plan and other issues of an administrative nature.
- 12.4 The Corporate Secretary must provide a central source of guidance and advice to the Board on matters of business ethics and good governance. The Company Secretary's appointment is subject to the same 'fit and proper test' to which a new Director's appointment is subject. The Corporate Secretary's performance must be appraised in the same manner as that for the Directors of the ZBC

## 13. Remuneration of Directors

- 13.1 The Human Resources and Remuneration Committee must make recommendations to the Board on remuneration of Non-Executive Directors in all its forms. The Board must ensure that the remuneration of all Directors is approved by the Shareholder in writing.
- 13.2 Any scheme employed in remunerating Directors must take into account the need to attract, incentivise and retain high quality skill, experience and expertise as well a loyalty and commitment to the ZBC.
- 13.3 Executive Directors will be remunerated in accordance with their contracts of employment. Executive Directors will not receive additional fees.

## 14. Committees of the Board

- 14.1 The Board must form Committees consisting of Non-Executive Directors to assist the Board to discharge its duties. The Committees must have their

	<b>CORPORATE SERVICES</b>	<b>Policy CS /</b>
		<b>BOARD CHARTER</b>

responsibilities set out in a formal terms of reference. The Board must form the following Committees:

- The Audit and Ethics Committee;
- Legal and Compliance Committee;
- Human Resources and Remuneration Committee;
- Finance and Marketing Committee; and
- Content and Programming Committee.

However, the Board may, if it deems it necessary, form or merge any other subcommittee of the Board or abolish any existing subcommittee save for a subcommittee, which is a creature of statute.

- 14.2 Board committees shall observe the same rules of conduct and procedures as the Board, unless the Board specifically determines otherwise in the Committee’s terms of reference.
- 14.3 All Committees must be chaired by an independent Non-Executive Director. Such Committees as may be formed may take independent professional advice at the ZBC’s cost as and when necessary. The Committee structure, membership and mandates must be reviewed regularly.
- 14.4 The Chairman, considering the skills of individual Directors, shall propose the assignment of Directors to various Committees.
- 14.5 Board Committees must be constituted having regard to the skills, expertise and experience of Members in relation to the respective Committees’ mandates. Where appropriate or necessary, independent external professionals with relevant skills and expertise may be co-opted as Advisors to the Committees to assist or bolster the Committees where there is a shortage of such skills or expertise. Such co-opted professionals shall have the status of invitees to the Committee, shall not form part of the quorum for meetings and shall have no voting rights.
- 14.6 The Board shall have the power, at all times, to alter the size of any of its Committees, to remove any Member or Members from a Committee and to fill any vacancies created by such removal. The Board shall review the

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

Membership of the Board Committees annually following the performance appraisal of the Board.

- 14.7 Committees must have due regard to the fact that they do not have independent decision-making powers. They make recommendations to the Board except in situations where the Board authorises the Committee to take decisions and implement them. Thus, in undertaking its duties, each Committee must have due regard to its role as an advisory body to the Board, unless specifically mandated by the Board to make decisions.
- 14.8 Formal report back, either orally or in writing, shall be provided by the Chairman of each Committee to all Board meetings following the Committee meetings to keep the Board informed and to enable the Board to monitor the Committee’s effectiveness.

## 15. Formal Evaluation of Board Committees

The Board must evaluate the performance and effectiveness of the Committees on an annual basis, to determine areas in which the functioning of the Committees needs to be improved.

## 16. Decision-Making Process and Circumstances where Matters may be Referred

### Directly to the Board

- 16.1 As a general principle, matters referred to the Board for approval must first have been interrogated by the ZBC Executive Management team and the relevant Board Committee prior to being referred to the Board for approval.
- 16.2 In certain circumstances, notwithstanding the existence of the Committee structure outlined above and the fact that the Board has delegated certain authority to the established Committees;
- a. the Board shall be entitled, at the discretion of the Chairman, to receive and deal with any matters within the scope of the Board’s authority, even if such matter has not been considered by the relevant Committee prior to it being dealt with by the Board;



	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

b. although not an exhaustive list, this may include business negotiations for the acquisition of rights to certain sporting events where the competitive nature of the negotiations requires decisions to be taken between Committee meetings and any delay in the decision-making process could result in the loss of the potential opportunity or deterioration in the commercial terms.

16.3 Where an issue is referred to the Board without first having gone through the structured decision-making processes envisaged in this Charter, the Board may refuse to consider the transaction unless it is accompanied by a written motivation, which sets out reasons for the urgency and why the matter must be considered, from the CEO and the relevant sponsoring executive.

16.4 The Chairman of the Board shall, after considering the motivation and consulting with the Corporate Secretary for guidance, have the sole discretion to condone such non-compliance and shall cause his reasons for condonation to be recorded.

## 17. Board And Shareholder Relationship

17.1 The relationship between the Shareholder and the ZBC Board is governed by the **Shareholder Compact**. The targets to be achieved by the Corporation in any financial year are determined in the **Shareholder Compact**. It is the joint responsibility of the Shareholder and the Board to ensure that the **Shareholder Compact** is developed.

17.2 An opportunity must be provided for the Shareholder to ask questions from the Board and, subject to reasonable limitations, to place items on the agenda at general meetings. In this regard, the Chairman of the Board must provide for a reasonable time for discussion.

17.3 The Board shall, when reporting to the Shareholder, present a balanced and understandable assessment of the ZBC's position. This requires that the information be based on openness and substance over form.

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

17.4 The Executive Authority (Minister) must immediately be provided with any information that may have a material effect on the value of the ZBC as soon as the ZBC becomes aware of that information.

## 18. Board’s Relationship to Staff and External Advisors

18.1 Attendance of non-directors at Board meetings:

The Chairman may permit members of the Corporation’s staff and outside parties to attend all or part of Board meetings at specific or regular times. The purpose of such attendance is to provide the Board with expert insights to their deliberations or as capacity building for potential directors. The group CEO should propose such attendance and must consult the Board before reaching a decision.

18.2 The Non-Executive Directors shall be entitled, at a duly constituted Board meeting, to deliberate without the attendance of Executive Directors in instances where the Executive Directors have a conflict of interest or allegations against them being deliberated on.

## 19. Succession and Emergency Planning

19.1 The Board shall on an ongoing basis perform a skill’s identification and evaluation process and communicate with the Shareholder in this regard.

19.2 The Board shall further institute procedures for selecting, monitoring, evaluating and replacing the Corporation CEO. The screening process may be delegated to the Human Resources and Remuneration Committee.

19.3 Similarly, there must be acting arrangements instituted for when the Corporation CEO is away or indisposed. In the event that the CEO is indisposed for an extended period or indefinitely, the Chairman must consult with the Board on acting arrangements, before an acting CEO is appointed.

19.4 The group CEO must report annually to the Board on Senior Management succession planning, also providing details of the ZBC’s programme for management development.

	<b>CORPORATE SERVICES</b>	<b>Policy CS /</b>
		<b>BOARD CHARTER</b>

## 20. Board Meetings

- 20.1 The provisions of the Memorandum and Articles of Association govern meetings and proceedings of the Committees as far as they are applicable and not superseded by the specific conditions elaborated in these terms of reference.
- 20.2 The Board should meet regularly, at least once a quarter, if not more frequently as circumstances require, and must disclose in the Annual Report the number of Board and Committee meetings held in the year and the details of attendance of each Director. The Chairman may call further meetings in consultation with the group CEO.
- 20.3 The Board must institute efficient and timely methods for informing and briefing Board Members prior to meetings while each Board member is responsible for being satisfied that, objectively, they have been furnished with all the relevant information and facts before making a decision.
- 20.4 Board Members shall use their best endeavours to attend Board meetings and to prepare thoroughly for them. Board Members must participate fully, frankly and constructively in Board discussions and other activities to bring the benefit of their particular knowledge, skills and experience to the Board.
- 20.5 Board Members who are unable to attend a meeting must advise the Chairman at the earliest possible date and confirm this in writing to the Corporate Secretary.
- 20.6 The Chairman, with the assistance of the responsible official (e.g. Corporate Secretary), shall develop the agenda for each Board meeting and in doing so may consult with the CEO and other Directors. The agenda for each meeting shall provide an opportunity for the Chairs of the Committees to report orally on any matters of importance. The Chairman must also place on the agenda any item that is proposed in writing by a Director. The Corporate Secretary shall circulate the agenda and other relevant documents to Board members at least 7 days in advance.
- 20.7 The CEO shall, with the assistance of the responsible official, (Corporate Secretary), cause information and data that is important to the Board's

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

understanding of the business to be distributed in writing at least seven days before the Board meets.

- 20.8 Presentations, wherever possible, should be sent to the Board Members in advance so that the Board’s meeting time can be conserved, and the discussion time focused on questions that the Board has about the material distributed. On those occasions when, in the opinion of the Chairman, the subject matter may be too sensitive to record, the presentation will be discussed at the meeting.
- 20.9 Minutes of all Board meetings shall record the proceedings and decisions taken, the details of which shall remain confidential. The Corporate Secretary will circulate minutes of Board meetings to all Board members within three weeks of each meeting.
- 20.10 The Board and its Committees may, subject to this being sanctioned by the Chairman in the case of the Board and by the respective Committee Chairman in the case of the Committees, take decisions on urgent and non-contentious issues, by means of the Round Robin resolution method. The approval of the Round Robin resolution should be by at least the majority of the Board members.

## 21. Meeting Procedures

### 21.1 Frequency

- a. The board must hold sufficient scheduled meetings to discharge all its duties as set out in this Charter but subject to a minimum of four meetings per year. Meetings in addition to those scheduled may be held at the instance of a board member.
- b. In addition to the rules of procedure set out in this Charter, meetings and proceedings of the Board shall be governed by the Memorandum of Incorporation.

### 21.2 Attendance and Participation

- a. Board members must attend all scheduled meetings of the board, whether in person or via telephone/video conference, including meetings

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

called on an adhoc basis for special matters, unless prior apology, with reasons, had been submitted to the chairman or company secretary. Board members must prepare thoroughly and then use their best endeavours to attend board meetings. Board members 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 table.

- b. The Corporate Secretary is the secretary to the board. Members of Executive management, professional advisors may be in attendance at meetings, but by invitation only and they may not vote.

### 21.3 Quorum

A majority of directors must be present at a meeting to form a quorum. Invitees attending board meetings do not form part of the board quorum. If the nominated chairman of the board is not present within fifteen (15) minutes of the scheduled time for commencement of a meeting or is unable to attend a meeting, the deputy chairman shall preside over the meetings, and if the latter is also absent the members present at the meeting shall elect one of the members from among them to chair the meeting.

### 21.4 Agenda and Minutes

- a. The Board must establish an annual work plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The annual plan must ensure proper coverage of the matters laid out in this charter: the more critical matters will need to be attended to each year while other matters may be dealt with on a rotation basis over a three-year period. The number, timing and length of meetings, and the agendas are to be determined in accordance with the annual plan.
- b. A detailed agenda, together with supporting documentation, must be circulated, at least one week prior to each meeting to the members of the board and other invitees.

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

- c. The minutes must be completed as soon as possible after the meeting and circulated to the chairman of the board and the chief executive officer for review.
- d. Draft and final versions of the minutes of the meetings shall be sent to the Chairman for comment and record as per the Board Charter. The minutes must be formally approved by the board at its next scheduled meeting.

### **21.5 Maintenance Of Meeting And Statutory Records**

- o The Corporate Secretary shall ensure that the minutes of all Board meetings, and written resolutions of such meetings are kept in accordance with the Memorandum of Incorporation and Corporate governance provisions. The Corporate Secretary will circulate minutes of the previous Board meeting to all members of the Board prior to the next meeting of the Board within the time period prescribed in the Companies Act.
- o The Corporate Secretary shall cause minute books, declaration of interests register and attendance register to be kept in accordance with the provisions of the Companies Act.

### **22.0 Monitoring of Operational Performance**

- 22.1 The Board must ensure that procedures are in place for monitoring and evaluating the implementation of its Strategies, Policies and Corporate Plans, as a measure of operational performance and the ZBC's Management.
- 22.2 The Board has the responsibility to ensure that the Shareholder's Performance Objectives contained in the Shareholder Compact are achieved and such achievement is reflected in the performance of the ZBC.
- 22.3 The Key Performance Objectives of the CEO, and Senior Executive Management must include the achievement of the Strategic Objectives.

	CORPORATE SERVICES	Policy CS /
		BOARD CHARTER

### 23.0 Code of Ethics

The ZBC has implemented a Code of Ethics as part of its Corporate Governance.

The code of ethics:

- commits the ZBC to the highest standards of behaviour;
- involves all its stakeholders;
- receives the commitment of the Board and the CEO; and
- is sufficiently detailed as to give clear guidance as to the expected behaviour of all employees in the ZBC

### 24.0 Directors' Code Of Conduct And Business Ethics

The Board has adopted a Code of Conduct and Business Ethics as part of its Corporate Governance. The Code of Conduct and Business Ethics is intended to focus the Board and each Director on areas of ethical risk, to provide guidance to Directors to help them recognise and deal with ethical issues, to provide mechanisms to report unethical conduct, and to help to foster a culture of honesty and accountability.

### 25.0 Board Operations Manual

A separate Board Operations Manual has been prepared to cover matters such as the claiming of travel costs, the standard of hotel accommodation to be used, and other expenses incurred by Directors on behalf of the ZBC.

### 26.0 Review of the Charter

The Charter shall be reviewed by the board on an annual basis or as and when the need arises.