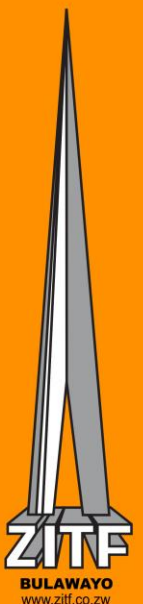


# ZIMBABWE INTERNATIONAL TRADE FAIR COMPANY



## BOARD CHARTER MARCH 2022



## 1. INTRODUCTION

The Board of the Zimbabwe International Trade Fair Company, (“ZITF/the Company”), in compliance with Section 26 of the Public Entities Corporate Governance Act (Chapter 10:31) and Section 56 of the National Code on Corporate Governance Zimbabwe of 2014 {“ZimCode”-which has been incorporated under Schedule 2 to the Public Entities Corporate Governance Act (Chapter 10:31)}, has drawn this Board Charter.

This Charter, has also been drawn in accordance with the provisions of:

- The Constitution of Zimbabwe (Amendment No. 20 of 2013), (being the supreme law of and the foundational source of corporate governance in Zimbabwe);
- The Companies and Other Business Entities Act no. 4 of 2019, (Chapter 24:31);
- The Public Finance Management Act (Chapter 22:19); and,
- The Public Debt Management Act (Chapter 22:21)

## 2. PURPOSE OF THE CHARTER

The purpose of this Board Charter is to document the policies that the board has decided upon to meet its governance, leadership, social and compliance responsibilities, as well as act as an effective operating procedure for the board and as a useful induction tool for new directors and senior managers.

**ZITF** is committed to upholding and complying with the highest standards of corporate governance. Consequently, the Board, being the focal point and custodian of corporate governance of the company, outlines in this document:

- The mission and values of the Company;
- The standard of conduct to which the Board Members will be held in that capacity and how the Board Members will discharge their duties;
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- The principles guiding the way in which ZITF is governed and controlled and
- The Board’s relationship with the Executive Management.

## 3. ZITF CORPORATE PHILOSOPHY

### VISION

**To be Africa’s first choice in offering innovative opportunities for social and business interaction.**

### MISSION

**To bring awareness, connect business, stimulate and promote sustainable growth in trade, commerce and industry for Zimbabwe.**

## **VALUES**

- **Collaboration**
- **Excellence**
- **Passion**
- **Innovation**
- **Candour**

### **4. PURPOSE OF THE BOARD**

The Executive acts through the Board, which is the governing and controlling body and thus the Board is involved in all material decisions affecting the company.

### **5. BOARD QUALIFICATION, COMPOSITION, APPOINTMENT AND VACATION OF OFFICE**

#### **General Qualifications**

The Company Board Members are expected to have:

- The academic qualifications required to understand and provide corporate leadership and enhance shareholder value, preferably they should hold a relevant academic degree or other equivalent qualification as may be prescribed;
- The ability to take into account the interests of all who may be affected by the business decisions which they make before making them;
- There shall be at least one Board member qualified and representing one of the core competencies required by the company, including but not limited to, Accounting or Finance expertise, Legal skills, Business and Management experience, Agricultural knowledge and Strategic planning expertise.

#### **Board Composition**

- The Board is comprised of Non-Executive Directors.
- Until otherwise from time to time determined by the company in a General Meeting, the number of Directors, excluding alternate Directors, shall be not less than two (2) but not more than ten (10). Half of that number, including the Chairman, are appointed by the government through the Minister of Industry and Commerce and the rest by the Bulawayo Agricultural Society.
- The board meets at least four times yearly.
- The Board meets before each major calendar event to discuss, inter alia, the theme, key outputs, funding and other consideration of the show as guided by the Business Development and Marketing Committee.
- The size and composition of the Board shall take into consideration, the mix of skills and diversity which relate to experience, nationality, age, geographical regions race and gender and not least, the responsibilities that the Board is vested with and the duties that it has to discharge and perform. However, the Board members shall generally be appointed on merit for their good leadership qualities, and qualifications.
- At least sixty per centum of the Company's Board members come from the following sectors, interests or occupations;

- i. Employers and employees in industry and the business community
- ii. Economists
- iii. Legal practitioners
- iv. Accountants
- v. Agricultural experts

### **Appointment**

- The Board Members appointed by the Minister of Industry and Commerce (Line Minister) and nominated by the Bulawayo Agricultural Society, shall serve for a period of four (4) years and may be reappointed for a second term only.
- The Board members shall not hold that position in excess of eight years in aggregate.
- Each Board Member shall receive a formal letter of appointment setting out clearly what is expected of him/her.
- The Charter shall be specifically incorporated by reference in the Board members' letters of appointment.
- A Board member shall not serve on more than two (2) boards of State Enterprises at the same time and this threshold shall only be exceeded to the extent permitted by law and even then, for good cause.
- The Board Chairman shall not be a Chairman of more than two (2) boards of public entities. Should this threshold be exceeded, then the Board Chairman concerned shall give good and sufficient reasons which demonstrate ability, availability and capacity to discharge his/her roles, functions and duties in ways which best serve the interests of the company, its shareholders and other stakeholders. Such reasons must be subjected to scrutiny and approved by the line Minister.
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### **Vacation of office**

A Board member shall hold office for the period of his/her appointment but may vacate office for any good cause.

## **6. INDUCTION PROGRAMME**

- Within three months of appointment, every Board Member shall attend a tailor-made induction programme aimed at providing an understanding of the company, its operating environment and the markets in which it operates.
- The induction programme will ensure that all Board members are made aware of their roles, responsibilities and duties. This will be buttressed by a formal programme of continuing professional education.

## **7. DECLARATION OF ASSETS ON APPOINTMENT**

- On appointment, every Board Member shall on the appropriate declaration form or any form substantially in compliance with the requirements of the Declaration form, declare within three months of appointment or reappointment the following:
- All immovable property that they own or, leases in which they have an interest;

- All movable property owned or leased, exceeding one hundred thousand dollars (\$100 000) or such greater value as prescribed; and
- Any business in which the Board Member has an interest; and
- Any movable or immovable property or lease as in the case above in which every associate of the Board Member has an interest.

- In each case, the nature of the interest shall be fully disclosed.

## 8. **ROLES AND RESPONSIBILITIES OF MEMBERS**

### **Role and responsibilities of the Board Chairman**

- The Chairman shall be an independent Non-Executive Director.
- The Chairman is primarily responsible for the functioning of the Board and shall ensure the integrity and effectiveness of the Board and its Committees. In that regard the Chairman will be required to:
  - Provide overall leadership to the Board, without limiting the principle of collective responsibility for Board decisions;
  - Ensure that all the Board members are fully involved and informed of any business issue on which a decision has to be taken;
  - Ensure that executive members play an effective management role and participate fully in the operation and governance of the company;
  - Exercise independent judgement, act objectively and ensure that relevant matters are placed on the agenda and prioritized properly;
  - Avail himself/herself to the Chief Executive Officer (CEO) between Board meetings to provide counsel and advice;
  - Ensure that an assessment of the performance of the CEO is done at least twice a year and to report the results of such assessment to the Human Resources Committee and the Minister responsible for Industry and Commerce;
  - Ensure that an annual assessment of the performance of the Company Secretary is done and that the results of such assessment are made to the Board;
  - Formulate the Board's annual plan of work, together with the CEO and the Company Secretary, on the basis of agreed objectives and that are in active part in setting the agenda of Board meetings so as to have a clear understanding of the meetings;
  - Effectively manage conflicts of interest of Board members in ways which ensure that the Board members 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;
  - Build and maintain the trust and confidence of all stakeholders in the Company;
  - Ensure that good relations are maintained with the company's shareholders and its strategic stakeholders;
  - Ensure that decisions made by the Board are executed timeously and effectively;
  - Ensure that Chairpersons of Board committees attend and actively participate at annual and extraordinary general meetings and stakeholder inter-face meetings;
  - Liaise with Chairpersons of Board committees on matters of interest;
  - Meet with the Board members in the absence of the CEO and senior management, at least twice a year to discuss performance issues concerning management and the business;

- Meet with the CEO or the Chief Finance Officer or the Company Secretary, or all three of them together, before Board meetings to discuss important issues and agree on the agenda.

### **Roles and responsibilities of the Deputy Chairman**

- The role of the Deputy Chairman is to assist the Chairman in the execution of his/her duties and any such other functions as the Board may wish to delegate to the Deputy Chairman.
- In the absence of the Chairman, the Deputy Chairman shall act as the Chairman at meetings of the Board.

### **Roles and Responsibilities of members**

- Board members shall act jointly when discharging their duties and no Board member has authority to act on behalf of the company unless specifically authorized or requested by the Board. Board members are jointly and severally liable and accountable for Board decisions and actions.
- The Board members shall jointly retain at all times, full and effective control over the company's performance and are fully accountable to the shareholder for such performance.

### **In that regard, the Board's principal tasks include:**

- Establishing the company's strategy together with its broad objectives.
- Directly supervising the company's affairs;
- Providing ethical and effective leadership to the company and collaborating with the Executive Management team;
- Accounting for the company's performance and in doing so, effectively representing and promoting the legitimate interests of the company and its shareholder(s) and stakeholders, both present and future;
- Establishing performance objectives to enable it to measure management's performance and the progress of the company in attaining set goals, objectives and targets;
- Managing potential conflicts of interest of Board members, management, the shareholder(s) and wider stakeholders;
- Ensuring that effective succession plans are in place for the Board as a whole, Executive Management and key posts (as determined by the Board from time to time);
- Ensuring that technology and systems used in the company are appropriate for it to run the business properly and competitively through the efficient use of its resources;
- Ensuring that the company has a sound communication policy and that it communicates regularly, openly and promptly with its shareholder(s) and all relevant stakeholders, with substance prevailing over form;
- Ensuring that the company has appropriate corporate governance structures in place including standards of ethical behaviour that promote a culture of corporate and social responsibility;

- Ensuring that a Cyber Security Plan is put in place to ensure the privacy and security integrity of company information, client information, IT system, financial system or any other private and that confidential information is not compromised;
- Managing and protecting the company's financial position with the aid of its Finance and Audit Committee, and in so doing ensuring that:
- The financial statements are fairly presented and contain proper disclosures and conform with the law;
- Appropriate internal controls and regulatory compliance policies and processes are in place and that non-financial aspects relevant to the business of the company are identified and monitored; and that
- An effective company-wide risk management framework is maintained and ensuring that key risk areas and key performance indicators of the business are identified and monitored.
- Ensuring that the Company complies with all relevant laws, regulations and codes of business practice;
- Ensuring that it has unrestricted access to the company's information, records, documents and property for legitimate company use;
- Ensuring promulgation of policies that are consistent with the company's legitimate interests and good business practices and thus subscribe to fair, equitable and non-discriminatory employment practices,
- Ensuring that the Company preserves and protects the natural environment and, enhances and promotes the rights and participation of communities that it serves;
- Keeping the Board information, discussions, deliberations and decisions that are not publicly known confidential and not to use information gained through the Board for their own or their employers' interests.

## 9. BOARD'S FIDUCIARY AND MORAL DUTIES

- **Fiduciary Duties**  
All Board members have the following duties:
- **Duty of good faith and loyalty**  
Board Members are required to apply their minds and act in the best interests of the Company at all times, ensuring that there is no conflict between their interests and those of the company and that they are loyal to the company and its business.
- **Duty of care**  
Board members must act with the degree of care expected of a reasonable person in charge of the assets of an incapacitated person, that they are good stewards of the company's assets and that they apply their minds honestly in making decisions concerning the company's business.
- **Duty of due diligence in the discharge of their function**  
Board Members are required to understand the information given to them and attend at any decision-making forum fully prepared and informed about the issues to be discussed.
- **Moral duties**  
Board members have duties, which are conscience-based and reflect their culture and values, which include:

- i. Character

- ii. Conscience
- iii. Hard work
- iv. Inclusivity
- v. Truth
- vi. Ubuntu

## 10. **DELEGATION OF AUTHORITY**

- Except for those areas strictly reserved for Board decision, the Board may delegate some of its powers to Board Committees or management.
- The delegation of authority to Board Committees or management shall not mitigate or discharge the Board members from their duties and responsibilities.
- The Chairman of each Committee shall report to the Board at each Board meeting, embracing a general principle of transparency and full disclosure.
- The Board shall be able to revoke any delegation of authority, by which any Committee or individual shall operate, at any time, by recording its decision in the Board minutes.
- The Board shall have power to appoint the undermentioned Committees, provided that, this in no way, limits the Board's power to appoint any other relevant Committee.

## 11. **BOARD COMMITTEES**

The three existing board committees meet at least four (4) times a year ahead of the normal board meetings and each is chaired by one of the directors

### **a) Business Development and Marketing Committee**

Marketing and business promotion is the core business of ZITF Company.

### **Responsibilities of the Business Development and Marketing Committee**

The functions of the committee shall be to:

- Formulate, supervise and direct the marketing and sales strategies of the company;
- Augment participation in all company events and ensures the optimum use of company resources;
- Support the CEO, including appropriation of the requisite financial resources to enable delivery of the Company's Key Result Areas,
- Assists in the development of strategic plans for business development;
- Evaluates the Committee's own performance on a regular basis, with consideration being given to the ongoing training needs of members.

### **Membership**

- The membership of the committee shall consist of at least three Board members.
- Committee members shall be appointed for an initial term of four years after which they will be eligible for re-appointment by rotation.
- Other Senior Staff members who are not members of the Committee may attend the Committee meetings by invitation.



- Any other Individuals in attendance at Committee meetings by invitation may participate in discussions but do not vote or form part of the quorum for the Committee meeting.

#### **b) Finance and Audit Committee**

The Finance and Audit Committee is established in accordance with the provisions of Section 15 of the Public Entities Corporate Governance (General) Regulations, Statutory Instrument 168 of 2018. The functions of the Finance and Audit Committee, (the Committee) shall be:

- To formulate the company's annual budget; and
- To supervise the preparation of the company's financial statements and reports;
- To establish appropriate accounting procedures and controls with respect to the company's business activities and to ensure compliance with them;
- To introduce measures as, in the Committee's opinion, may enhance the objectivity and accuracy of the company's financial statements and reports;
- To assist the Board in its consideration for approval and on-going oversight on matters pertaining to:

#### **Integrated Reporting**

- Have regard to all factors and risks that may impact on the integrity of the integrated report, including factors that may predispose management to present a misleading picture, significant judgments and reporting decisions made, monitoring or enforcement actions by a regulatory body and reviewing any evidence that brings into question previously published information, forward-looking statements or information;
- Review the company's quarterly and annual financial statements.

#### **External Audit issues:**

- To engage the external auditors to provide assurance on the company's annual financial information;
- To recommend approval by the Board of the terms of engagement and remuneration of the external auditor;
- To monitor and report on the independence of the external auditor in the annual financial statements;
- To ensure that there is a process for the Committee to be informed of any reportable irregularities identified and reported by the external auditor;
- To review the quality and effectiveness of the external audit process; and
- To carry out any other function that assists the Board in its oversight responsibility over internal control environment, and external audits.

#### **Compliance with relevant laws and regulations**

- To monitor and ensure that the company is operating in compliance with the relevant legislation that affects the company's business. This will include, but is not limited to relevant business operating licenses and agreements; and
- To review any related party transactions recorded during the financial year.

## **Other responsibilities of the Finance Committee**

The Committee shall:

- Report the Committee actions to the Board with such recommendations as the Committee may deem appropriate;
- Ensure that the Board is aware of matters which may significantly impact on the affairs of the company;
- Circulate summaries of recommendations for Board approval and minutes of the Committee's proceedings to all members of the Board;
- Evaluate the Committee's own performance on a regular basis, with consideration being given to the ongoing training needs of members.
- The Committee shall make recommendations to the Board on all of the foregoing matters unless the Board expressly delegates authority to the Committee to make particular decisions.

## **Membership**

- The membership of the Finance and Audit Committee shall consist of at least three Board members.
- Committee members shall be appointed for an initial term of four years after which they will be eligible for re-appointment by rotation.
- Other Senior Staff members who are not members of the Committee may attend the Committee meetings by invitation.
- Any other Individuals in attendance at Committee meetings by invitation may participate in discussions but do not vote or form part of the quorum for the Committee meeting.

The Company Secretary shall be secretary to the Committee meetings.

## **c) Human Resources Committee**

### **Remuneration policy issues**

The Human Resources Committee (Committee) shall:

- Establish a formal and transparent procedure for developing a policy on executive remuneration and packages within the prescribed terms of reference;
- Recommend financial rewards to be offered to employees by the company that should be sufficient to attract human capital of the required calibre;
- Carry out regular reviews and make recommendations for Board approval on: current industry practice and professional executive recruitment; different methods of remunerating executives and staff; employee retirement and termination benefits; appropriate pension, group life insurance and group accident cover;
- Management proposals on training and staff development policies;

The company's Human Resources Committee also supervises social welfare policies including, but not limited to the following:

- Remuneration Policy incorporating Funeral Aid, Medical Assistance, Education assistance, Staff loans/benefits, Motor vehicle Benefit;

- Housing Policy;
- Travel, Subsistence and Entertainment Allowances policy;
- Recruitment Policy;
- Tools of trade Policy
- Leave Policy; and
- Talent Management, Training and Staff Development Policy.

### **Compliance with Laws and Regulations relating to Human Resources and Administration matters**

The Committee shall:

- Ensure that the company's Conditions of Service and the Employees' Code of Ethics and Conduct are in writing and that arrangements are made for all employees to be aware of them;
- Evaluate whether Management is setting an appropriate tone at the top by communicating the importance of the Conditions of Service and Employees' Code of Ethics and Conduct and the guidelines for acceptable behaviour;
- Carry out assessments of compliance with the Employees' Code of Ethics and Conduct;
- Obtain regular updates from Management and from the company's Legal Advisor regarding disciplinary matters and cases that have serious impact on the company's finances and reputation;
- Review, more specifically, compliance with the requirements of the Companies Act, the Labour Act, and generally, all regulatory compliance matters;
- Identify and direct any special investigations on any matter deemed necessary.

### **Membership**

- The membership of the Human Resources Committee shall consist of at least three Board members.
- Committee members shall be appointed for an initial term of four years after which they will be eligible for re-appointment by rotation.
- Other Senior Staff members who are not members of the Committee may attend the Committee meetings by invitation.
- Any other Individuals in attendance at Committee meetings by invitation may participate in discussions but do not vote or form part of the quorum for the Committee meeting.
- The Company Secretary shall be secretary to the Committee meetings.

#### **d) Real Estate Development & Maintenance Committee**

The Committee drives the transformation agenda of the company on the real estate front as expressed in its 2022-2025 Strategic Plan.

The Committee shall

- Ensure that the company revitalises and modernises its real estate.
- Engage qualified persons who can develop and support the renewal and upgrade of the ZIEC infrastructure.
- Review funding options and partnerships to bring the ZIEC Capital Projects to a reality (e.g., PPPs).
- Attract private and public investments to support the regeneration of the ZIEC.

- Ensure that the company initiates and develops a Site Master Plan with the following anchor projects: (a) Convention Centre; (b) Five (5) and Three (3) Star hotel; (c) High end line Shops; (d) Office Tower; (e) Theme Park; (f) Modern sports Arena, and (g) modern exhibition halls.
- Approve Capital Projects implementation plan with timelines and deliverables.
- Oversee all infrastructure refurbishment and/or modification.

## **Membership**

- The membership of the Real Estate Development and Maintenance Committee shall consist of at least three Board members.
- Committee members shall be appointed for an initial term of four years after which they will be eligible for re-appointment by rotation.
- This committee should be allowed to co-opt outside expertise including property planners, building developers, real estate funders and project managers.
- Other Senior Staff members who are not members of the Committee may attend the Committee meetings by invitation.
- Any other Individuals in attendance at Committee meetings by invitation may participate in discussions but do not vote or form part of the quorum for the Committee meeting.
- The Company Secretary shall be secretary to the Committee meetings.

## **12. DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST**

- Board Members shall disclose to the Board (through the Company Secretary and/or Chairman), any actual or potential conflicts of interests, which exist or are thought to exist, as soon as they become aware of the issue. The Company Secretary shall keep a register of Board members' declarations of interest.
- A Board member who has a real or prospective interest in any of the company's business shall declare such interest at a Board meeting as soon as the Board member becomes aware of such specific interest including:
  - All business interests, direct or indirect in any other company, partnership or business venture;
  - Membership of trade, business or other economic organization;
  - Any direct or indirect interest in any transaction with ZITF Co.;
  - Any gifts, monies, Company benefits or other favors extended or received from any party in respect of or in relation to any business dealings with ZITF Co.
- If a conflict or potential conflict of interest situation exists, the conflicted Board member shall not be present at the meeting whilst the Board discusses the matter. If he /she remains in the meeting, he/she will not vote on the matter, unless the other Board members who do not have a material personal interest in the matter have passed a resolution, which states that they are satisfied that the interest should not disqualify the Board member concerned, from voting or being present.
- A Board member shall advise the Board Chairman of any proposed Board or executive appointment to other companies as soon as practicable.

## **13. ACCESS TO INFORMATION AND INDEPENDENT ADVICE**

- Board members may access such information and seek such independent advice, as they individually or collectively consider necessary to fulfil their responsibilities and permit independent judgement in decision-making.

**Board members shall be entitled to:**

- Have access to members of the Executive management, through the CEO and the Company Secretary for advice about the operations and governance of the company and Board procedures;
- Have access to members of the Executive Management through the CEO, at any time, to request relevant and additional information or seek explanations;
- Have access to internal and external auditors, without Management present to seek explanations or additional information;
- Get notice of any material matter from any member of the Board, senior partner of external auditors, head of risk or any member of any Board Committee, where this is deemed necessary;
- Seek independent professional advice at the company's expense, provided that the Board Chairman's prior consent has been granted, which consent will not be unreasonably withheld or delayed. The Chairman shall be given at least 7 working days within which to communicate his/her consent failing which the consent shall be deemed to have been given. In seeking such prior approval, the board member must provide details of:
  - The nature of and reasons for the independent professional advice to be sought; the likely cost of obtaining the independent professional advice; and
  - Details of the independent adviser the board member proposes to instruct.

14. **BOARD MEETINGS AGENDA, QUORUM AND PROCEDURES**

- The Board shall hold meetings at least four (4) times a year and as and when it considers necessary or as provided by the company's Memorandum and Articles of Association and any other relevant statutory provisions.
- Special meetings may be held at the request of the Board Members or of the CEO.
- The Company Secretary, in conjunction with the Chairman and CEO, shall draw up an annual calendar of meetings, with an outline of the cyclical business to be considered at each meeting.
- The Company Secretary, in conjunction with the Chairman and CEO, shall prepare an agenda raising all relevant issues requiring attention to ensure that effective proceedings are facilitated. Any Director may request the company Secretary to include an item on the Board agenda.
- At each meeting, the Board shall consider at a minimum, the matters laid out in the meeting agenda. Each Board meeting shall include at least the following matters:

**Reports on:** Strategic initiatives and progress in relation thereto and matters of material or potentially material impact and/or risk.

**Documents requesting approval**

This includes Minutes of previous meetings and any matters requiring specific Board approval.

**Reports by:** Chief Finance Officer and Key operational personnel.

**Board Committees documentation:**

Reports from the relevant Chairman.

**Minutes tabled for information.**

This includes minutes of Board Committees.

**Quorum**

- A quorum necessary for the transaction of business shall be three (3) Directors, one of whom shall be a nominee of the Government and one of whom shall be a nominee of the Bulawayo Agricultural Society
- 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 Chairman when such matters are discussed.

**Attendance**

- Meetings of the Board shall be held at such venue and at such time, as the Board deems appropriate.
- A register of members shall be kept for meetings attended either in person or online, as may be determined by the Board.
- Board members shall attend not less than 75% of Board meetings per year and those who are unable to attend shall advise the Company Secretary, accordingly.
- Board members shall use their best endeavours to attend Board meetings and to prepare thoroughly for each meeting.
- The Chairman for good reason may request the CEO and other Executives to leave the Boardroom for any part of the Board meeting. This is especially so during deliberations relating to executive performance or remuneration or where there may be a perceived or actual conflict of interest.
- Executive management or professional advisors who may be required for capacity building for Board members, may be invited to the meetings, at the discretion of the Chairman.
- No invitee shall have a vote at meetings of the Board.
- The Chairman 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.
- Directors may meet separately with management, without CEO in attendance.
- Board meeting discussions and records shall remain confidential unless a specific directive is received from the Board to the contrary.
- The Board's discussions shall be open and constructive. The Chairman shall seek a consensus in the Board but may call for a vote. Where a vote is taken and there is an equality of votes, the Chairman shall have a casting vote.
- Board decisions will be made by consensus, failing which, by a majority of votes of the Board members present.
- Board members may pass or approve resolutions of the Board by written resolution as if passed at a meeting at which the Board members were present.
- Minutes of the Board meetings shall be taken by the Company Secretary and shall be circulated to the Board within two (2) weeks of the date of the meeting.

15. **PERFORMANCE CONTRACTS AND EVALUATION**

**Board Performance Contracts**

- Every Board member shall within two months of appointment, enter into a written performance contract with the line Minister.
- The Board shall set objectives for the continuous improvement in the quality and effectiveness of its performance, including its performance during a crisis.

**Board Performance Assessment and Evaluation**

The Board shall:

- Regularly review the degree to which its objectives are achieved and the quality of its decisions.
- Regularly assess its performance and effectiveness as a whole and the performance and effectiveness of Board committees, and individual Board members.
- Undertake an annual externally facilitated formal and rigorous Board evaluation of its own performance, its committees and that of individual Board members.
- Failure by a Board Member to perform shall be dealt with in accordance with the Boards' Code of Conduct and Ethics and the relevant statutes.

16. **REMUNERATION OF BOARD MEMBERS**

- The Board members' sitting allowances, provisions for out of pocket expenses and other payments or benefits for such Board members, shall be as fixed by the line Minister as prescribed by law.
- Board members shall not be paid any remuneration, or benefits, in excess of the applicable standards prescribed by law and if so paid the contract, or arrangement under which such payment is made, shall be void unless approved by the President.
- Attendance for purposes of this provision shall refer to either physical attendance at a scheduled venue or online attendance through any technology platforms agreed upon by the Board.

17. **MATTERS RESERVED FOR BOARD DECISION**

The Board specifically reserves the following matters for its decision:

**Accounting Policies and Practice:**

Adoption of any significant change or departure.

**Announcements:**

Those official public announcements, which are made by order of the Board.

**Articles and Memorandum of Incorporation):**

Recommendations to the shareholder for amendments thereto.

**Auditors (Head of Internal and External):**

On the recommendations of the Finance and Audit Committee appointment, removal and replacement thereof.

**Budgets and Strategic Plans:**

The approval thereof on an annual basis and the approval of and material deviation there from.

**Procurement and disposal of assets and property):**

On the recommendations of the Finance and Audit Committee acquire and sale company assets and property.

**Company Secretary:**

Appointment and removal thereof for good cause shown, following due process in terms of the law.

**Financial Statements:**

Annual financial statements (including Directors' responsibility statement), approval of;  
Interim reports, approval of;  
Preliminary/provisional annual financial statements, approval of, unlisted investments, valuation of.

**Shareholder Resolutions:**

Recommendations to the Shareholder, for the approval of any ordinary or special resolutions.

**Strategy and Policy:**

Approval of the business objectives and plans.  
Approval of the conduct of any other business outside the original objectives.  
Disposal of any asset, which is material to the Company's profitability or business objectives.  
Evaluation of key assumptions and business indicators on which the Company's strategic objectives are based.

18. **CHIEF EXECUTIVE OFFICER**

**Appointment, roles and responsibilities**

- The Board appoints the Chief Executive Officer (CEO) with the approval of the President.
- The CEO is in charge of the day-to-day running of the company and bears the ultimate responsibility for all decisions and executive management functions.
- The CEO shall be an ex-officio member of the Board.
- The CEO's role is to focus on the operations of the company and ensuring that it is run efficiently and effectively and in accordance with the strategic decisions of the Board.
- The collective responsibility of management vests in the CEO who bears the ultimate responsibility for all decisions and management functions.

The CEO is accountable to the Board for, amongst other things:



- Developing and recommending the strategy and vision of the company and its annual business plans and budgets that support the organisation's long-term view.
- Achievement of performance goals, objectives and targets.
- Ensuring that the day to day business of the company is properly managed within the approved framework of delegated authority, company strategies, policies, budgets and that business plans are timeously developed and presented to the Board for its consideration and approval and that Board decisions are effectively implemented.
- Ensuring that the company has a corporate culture that promotes sustainable ethical practices, encourages individual integrity and fulfils the social responsibility
- Objectives and imperatives of the company.
- Ensuring that the company applies all recommended best practice standards, failing which he or she must explain the failure to the Board and stakeholders of the Company.
- Creating and managing an effective management team and management structures.
- Ensuring that appropriate policies are formulated and implemented to guide the company's activities.
- Ensuring that effective internal organization and governance measures are deployed.
- Bringing materials and other relevant matters to the attention of the Board, in an accurate and timely manner.

#### **CEO's Performance Contract**

- Upon appointment of the CEO, the Board shall require him or her to enter into a written performance contract with the Board.
- The performance contract shall contain provisions relating to any matter affecting the efficient performance of the CEO's duties.
- The performance contract shall be evaluated at least twice a year.

## **19. COMPANY SECRETARY**

### **Appointment, role and responsibilities**

The Board shall appoint a Company Secretary who shall be a competent, qualified and experienced person.

The Company Secretary shall not be a Board Member of the Company.

The Company Secretary shall be accountable to the Board for:

- 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.
- Organising Board meetings.
- Guiding Board members on how their roles, responsibilities and duties should be properly discharged in the best interests of the company.
- Keeping abreast of, and informing and advising, the Board of current and new developments regarding corporate governance thinking and practice.
- Maintaining statutory records in accordance with legal requirements.

- Providing the Board as a whole and individual Board member with detailed guidance as to how their responsibilities should be properly discharged in the best interest of the company; and
- Timeously compiling and circulating Board packs and implementing Board resolutions.
- Assisting the Board or any member thereof to obtain any information or document that may be required.

20. **APPOINTMENT OF OTHER COMPANY SENIOR OFFICERS**

The Board will appoint other Senior staff officers of the company as prescribed by relevant laws and shall cause written notice of the appointments to be sent to the line Minister together with the appointee’s contract of employment.

21. **MISCONDUCT PROCEEDINGS**

Errant behaviour by Board members shall be dealt with in terms of the Board’s Code of Ethics and Business Conduct, which is incorporated in this Charter by reference.

22. **CONFLICT AND REVIEW OF CHARTER**

If any part of this Charter conflicts with anything contained in the Public Entities Corporate Governance Act, the latter shall take precedence.  
This Charter will be reviewed annually or, as and when the Board deems necessary.

23. **APPROVAL OF THE BOARD CHARTER**

Adopted by the ZITF Company Board of Directors and recommended for approval on: ...../...../2022

**SIGNED.....**

**Board Chairman**

**SIGNED.....**

**Chief Executive Officer**

**SIGNED.....**

**Board Secretary**

**Approved by the Minister of Industry and Commerce on ...../...../.....**

**SIGNED.....**