



TRANSPARENCY INTERNATIONAL ZIMBABWE

Board Charter

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1. Introduction

Transparency International Zimbabwe (TI Z) is a non-profit, non-partisan, systems oriented local chapter of the international movement against corruption. Its broad mandate is to fight corruption and related vices through networks of integrity. It was established in 1996 and became accredited as a national chapter in 2001, as one of six such chapters in Southern Africa.

National TI chapters are independent non-governmental organisations, with their own governance structures and funding sources. They are supervised by an international board, which reviews each chapter every three years.

TI Z holds that corruption can be effectively tackled where democratic values thrive. In this regard, TI Z's work is built on a belief that people-centred and accountable governance systems and processes are central to transparency. TI Z's work is anchored on **engagement, consultation, transparency, integrity, and participation**.

Since its inception, TI Z has strategically partnered with the private and public sectors, with the focus of advancing good governance. The organisation's work has consistently focused on preventing and combating corruption, within its non-partisan values and approaches.

Vision

A Zimbabwean society free from all forms and practices of corruption.

Mission

To combat corruption, hold power to account and promote transparency, accountability, and integrity in all sectors of society.

Values

- **Transparency** is our way of working, obliging us to be open and explicit in everything that we do including recruitment, programming, and financial matters.
- **Accountability**: We believe that as individuals and the organisation, there is need for accepting responsibility for our actions and we should remain answerable to all stakeholders, including internal structures, funding partners, government and the community at large.
- **Integrity**: The work we do requires people who are honest, truthful, and consistent, with convincing moral or ethical principles and values.
- **Courage of Conviction**: This is a commitment to doing what is right in pursuit of a corrupt free Zimbabwe, regardless of resistance, criticism, torture and/or persecution.
- **Fairness**: We have a responsibility to give equal treatment to both internal and external stakeholders regardless of age, race, nationality origin, gender, religious beliefs, sexual orientation and disability. We believe in the equal worth of everyone and in creating platforms to contribute to a corrupt free Zimbabwe.
- **Learning**: We are a learning organisation, and we embrace every opportunity to learn and grow individually and institutionally. We believe in co-creation and strive to facilitate a learning environment for everyone we interact with.

1.1 Definitions

Term	Meaning
TI Z	Transparency International Zimbabwe Chapter
TI	Transparency International, to which TI Z is an affiliate.
Secretariat	Comprises the employees working for the organisation under the leadership of the Executive Director.
Board	The elected committee made up of a Chairperson, Vice Chairperson, Treasurer and Committee Members.
AGM	TI Z's Annual General Meeting, called in terms of the Constitution.

Committee Member	An elected or co-opted member.
Elections Committee	A committee that is set up for the purpose of presiding over an election to appoint members of the Board or members of the committees.
Office Bearers	An elected members of the executive and / or committee.
Official business	Business conducted on behalf of TI Z and is sanctioned by the Board through the executive Director.
Corruption	The abuse of entrusted power for private gain.
Public sector	Government ministries, departments and all quasi-government departments such as parastatals
Private sector	Private sector, as understood in the general Zimbabwean context.
Member	A corporate or organisation or natural person admitted as a member of TI Z.
Institutional membership	An organisation or corporate which is admitted in terms of the Constitution as a member
Individual membership	A person who has been individually admitted as a member.
Honorary membership	Free membership of TI Z conferred to a person in honour or recognition of his/her meritorious, diligent and distinguished work, service, or contribution in meeting the ideals of TI Z and its membership at large.
Political party	An organisation formed solely for the purposes of doing politics, in order to gain the reins of government in Zimbabwe, regionally or internationally.
Eligible	Allowed or permitted or qualified to participate in the various activities of TI Z.
Staff or employee	Person who has a contract of employment with TI Z and performs work or services for remuneration or reward on such terms and conditions as agreed upon as parties. This

	excludes consultants who may be hired to carry out specific projects for TI Z from time to time.
Ex-member	A person who was once a TI Z member and his/her membership has dissolved, lapsed or ceased due to expulsion or terminated through any other ineligibility.
Member in bad standing	A member whose subscriptions are not fully paid or; a member whose subscriptions are in full arrears or; was convicted of a criminal offence involving fraud, dishonesty or theft and is ineligible to contest for a TI Z elective office and also ineligible to vote at an AGM or GM or any other fora where voting is to be done.
Motion	An agenda item submitted by a member to the Secretariat procedurally, or in terms of the Constitution or the rules of procedure for discussion at an AGM.
Implementation date	The date on which the TI Z Constitution or any of the AGM resolutions, rules, regulations or policies are implemented.
Effective date	The date on which this harmonised TI Z Constitution became effective or the date on which any of the AGM resolutions, rules, regulations, or policies are effective.
Proxy	Person appointed by a member of TI Z to stand in for her/him at an AGM and mandated to cast a vote on behalf of that member /members.
Donor	A person or organisation who offers financial or material support to TI Z or any of its officials on behalf of TI Z.
Re-run-election	An election for one position run for the second, third, or more times following a tie between two or more contestants/candidates
Simple majority	The one with most votes number of votes in an election
CVs	Curriculum vitae of members and aspiring candidates

Elective AGM	An AGM where elections will be conducted for the purposes of filling vacancies in the Board
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1.2. Purpose of the Board Charter

The purpose of the Board Charter is to provide guidance to the Board Members of TI Z in the performance of their duties and responsibilities. It elaborates on the following aspects:

- a. The roles, responsibilities and powers of the Board;
- b. The various Board Committees and the functions/powers delegated to them; and
- c. The Procedures and Practices of the Board.

1.3. Interpretation of the Board Charter

This Board Charter is subject to the Constitution of TI Z and the applicable policies and procedures of the Organisation. Where the Charter is in conflict or inconsistent with either the Constitution or the provisions of any law of Zimbabwe, the Constitution or the Laws of Zimbabwe, as the case may be, shall take precedence.

1.4. Distribution of the Board Charter

The Master copy of the Board Charter in use shall be under the custody of the Board Secretary. The other controlled copies shall be issued to the Board Chairperson, Board Members and the Executive Director if he/she is different from the Board Secretary.

2. Board Establishment

2.1 Mandate of the Board

- a. TI Z Board Members are elected at an Annual General Meeting, or an Extraordinary General Meeting called specifically for the purposes of constituting

or reconstituting the Board, in accordance with TI Z's Constitution. The Role of the Board is to provide oversight, insight and foresight functions.

- b. The Board is accountable to the members of the AGM for the performance and affairs of the Organisation. In the performance of its duties, the Board is expected to act in good faith, with due diligence and care and in the interests of the Organisation.
- c. The Board's authority may be delegated to Management, but overall responsibility of running the Organisation rests with the Board Members.

2.2 Board Composition and Appointment

The Board shall be composed as follows:

- a. There shall be a Board consisting of not less than seven (7) and not more than nine (9) members.
- b. Office Bearers in the Board shall be:
 - i. Board Chairperson
 - ii. Vice Board Chairperson
 - iii. Board Treasurer
- c. Office bearers on the Board shall not be holding high-level positions in government, parastatal, or independent commissions as constituted by Chapter 12 and 13 of the Constitution of Zimbabwe and/or be an office bearer in any political party or a cult/pressure groups and may not espouse any of their political party views, manifesto or propaganda to or through the organisation and its members, or any other structures.
- d. The office bearers shall be elected during the first Board meeting of the Board members, to be convened no later than 21 days after the elective AGM.
- e. At least seven (7) members of the Board shall be at an Elective AGM, or an EGM specifically called for the purpose of constituting or reconstituting the Board.

- f. Two (2) other persons from the membership or outside the membership of the TI-Z, may be co-opted into the Board by the elected Board members for their special or rare skill or uncommon attributes.
- g. Whenever a vacancy arises or is to arise on the Board of an elected Board member, the Board shall cause a nomination process at least 30 calendar days ahead of the Elective AGM or EGM. Members of the TI Z will be invited to submit nominations to an independent election management committee nominated by the Board for the specific election concerned.
- h. An individual nominated to represent a member organisation on the Board shall be either the Director or a member of management of the member organisation.
- i. An individual nominated to represent a member organisation on the Board shall not be an immediate past member of the secretariat at least for a period of not less than two (2) consecutive years.
- j. In the event that an elected Board member ceases to be a part of a TI Z member organisation under whose name they were voted in, the concerned member organisation shall inform the Board of such development within seven (7) calendar days and shall as soon as practicable nominate a replacement on the Board from that organisation, subject to approval from the Board. Where the Board does not approve, the member organisation shall be required to nominate another representative.

2.3 Duties and Powers of the Board

The members of the Board shall be collectively bound by the decisions of the Board. Their duties shall include the following;

- a. To be responsible for initiating policy and referring all its initiatives in this regard to the AGM for adoption.
- b. To adopt, approve and review the strategic plans of the Organisation, including the vision, mission, values, high level objectives and strategies for their achievement.

- c. To be responsible for safeguarding the finances and property of TI Z, including keeping a proper set of books of accounts and ensuring an annual audit of the financial statements.
- d. To acquire by purchase, exchange, donations, request or in any other manner, any rights in or over any kind of property movable or immovable and wheresoever situated for the benefit of TI-Z.
- e. To borrow or raise money for any of the purposes of TI Z in such manner and upon such terms as TI Z deems fit.
- f. To invest the funds of TI Z not immediately required for purposes of fulfilling the TI Z's objectives, provided these are unrestricted funds.
- g. To open and operate bank accounts.
- h. To establish branches and offices in Zimbabwe and elsewhere.
- i. To appoint the Executive Director of TI Z and assess his/her performance as outlined in the Human Resource Manual and Policy procedures.
- j. To appoint such ad hoc committees as may be necessary to carry out specific tasks and to regulate and control the activities of these committees.
- k. To Establish and maintain effective communication with all stakeholders.
- l. To Discipline any staff member who does not conduct him/herself in a manner that portrays good image of the organization for failure to abide by the organisation regulations.
- m. To do all such acts as may be conducive or incidental to the attainment of the aims and objectives of TI Z.

2.4 Duties of Office Bearers and Board Members

TI Z's Board is critical to the governance of the organisation. All members shall bring independent judgement and experience to the Board.

2.5 Duties of the Chairperson

The duties of the Chairperson shall be to:

- a. preside over all the meetings of the Board and the AGM/EGM.
- b. oversee the effectiveness of the Board.
- c. supervise the Executive Director and ensure that TI-Z business is done in accordance with the given performance benchmarks.
- d. be the TI-Z spokesperson in all matters of policy and of strategic importance, except where such duty is specifically delegated to the Executive Director or other office bearer or employee.
- e. delegate duties to other members of the Board whenever the need arises.
- f. ensure that the resolutions made by the AGM/EGM are implemented effectively.
- g. provide strategic vision and direction to the organisation as a whole.
- h. attend meetings of any of the Board Committees but shall not be a member of any Committee and shall not be entitled to vote.

2.6 Duties of the Vice Chairperson

The duties of the Vice Chairperson shall be to:

- a. act as the Board Chairperson in the absence of the Board Chairperson.
- b. chair the Membership and Programmes Committee.
- c. perform such other duties as assigned to him or her by the Chairperson to assist in ensuring that the organisation is managed judiciously.

2.7 Duties of the Board Treasurer

The duties of the Treasurer shall be to:

- a. chair the Finance, Risk and Audit Committee.
- b. be responsible for all funds, investments, and properties of the TI-Z.
- c. working with the Executive Director, prepare a true and audited financial statements of TI-Z's finances for the approval of the Board within ninety (90) days of the end of the financial year, which statement must be presented at the AGM.

- d. ensure that all funds received are properly accounted for and assets are registered in TI-Z's name and insured accordingly.
- e. monitor and ensure that all due payments to creditors are made, in accordance with the set policies.
- f. prepare and submit an annual budget to the Board for approval, prior to the commencement of each financial year.

2.8 Secretary

- a. The Board shall appoint an Executive Director who shall serve as the Board Secretary. The Secretary is the custodian of the corporate records.
- b. The Executive Director shall not be entitled to vote but shall be required to attend all meetings of the Board, recording the minutes and proceedings, providing reports and advising the Board on any aspects of the work of TI Z.
- c. Ensure that there is clear flow of information between the Secretariat and the Board to facilitate the appraisal of the Organisation's performance.

3. Induction, Orientation and Training

- a. The Board Members upon appointment will formally be advised on their rights, duties, obligations and responsibilities.
- b. Members shall receive training from time to time on matters relevant for them to dispense their duties.
- c. The Board Chairperson, through the Executive Director, shall provide a copy of terms of reference to the new member indicating the expectations, duties, obligations and rights of a member. The Board Chairperson and Executive Director shall ensure that there is good match between the interests, skills and preferences of the individual Board Member.
- d. The responsibilities of developing and implementing an effective programme of Board orientation shall be shared between the Board Chairperson and the Executive Director. These two shall be charged with the responsibility of the training and development needs of the Board Members.

- e. All Board appointees shall undergo a Board orientation and training which shall follow defined procedures and focus on TI Z's mandate, strategic plan and objectives, and its systems and management structure.

4. Tenure of Office of Board Members and Office Bearers

- a. The term of office for the Board members including the Office Bearers shall be three (3) years. Members of the Board and the office bearers shall be eligible for re-election, provided that no person shall hold office for more than two (2) consecutive terms.
- b. If the office of the Board Chairperson becomes vacant, the Vice-Chairperson shall act as the Chairperson until the next AGM/EGM.
- c. If the post of the Treasurer becomes vacant for any reason, the Board shall nominate a Board member or a qualified individual from the membership of the TI Z to act as Treasurer until a substantive Treasurer is appointed.

5. Board Members Compensation

- a. TIZ Board Members shall serve on a voluntary basis. However, they will be facilitated to perform their duties as the Board. Compensation paid to board members and reimbursement of expenses incurred in travel and hotels and other expenses for board members to attend meetings shall be treated as legitimate business expenses. Such facilitation fees shall be determined by the Human Resources Committee of the Board and approved by the Members at an AGM.
- b. The remuneration of the Executive Director shall be set by the Board on such terms and conditions as appropriate.

6. Liability and Indemnity of Board Members

- a. Subject to the provisions of any relevant statute, every member of the Board shall be indemnified by the Organisation in respect of all acts done by her/him in good faith on its behalf, and it shall be the duty of the members of the Board out of the funds of the Organisation to pay all costs and expenses which any such person may have incurred or become liable for by reason of any act or deed done by her/

him in her/his capacity as a member of the Board in the discharge of her/his duties on behalf of the Organisation.

- b. Such indemnity shall not apply where it is established that a member abused the name of the organisation; was negligent; or committed a criminal offence whilst discharging duties conferred upon them by TI Z.
- c. Subject to the provisions of any relevant statute, no member of the Board shall be liable for the acts or omissions of the Organisation or any other member thereof.

7. Meetings and Decisions of the Board

- a. The quorum for meetings of the Board shall be a simple majority of its total membership.
- b. Decisions of the Board shall be by a simple majority of those present and voting, provided that in the event of an equality of votes, the Chairperson or Vice-Chairperson, if presiding over the meeting, shall have a casting vote in addition to a deliberative vote.
- c. The Executive Director shall not be entitled to vote but shall be required to attend all meetings of the Board, recording the minutes and proceedings, providing reports and advising the Board on any aspects of the work of the TI Z.
- d. The Board shall meet at least four (4) times in the ordinary sessions in each calendar year, provided that it may meet in a special session if a request for such a special session is made in writing by not less than one-half of the total membership of the Board.
- e. Every meeting of the Board shall be convened in writing by the Secretary of and the notice thereof shall be given not less than seven (7) calendar days before the date of the meeting. The notice shall specify the date, time, place and business of the meeting.
- f. Save for Board Committee meetings for which he or she is not Chairperson, the Chairperson shall preside at all meetings where he/she is present and in his/her absence, the Vice-Chairperson shall preside, provided that in the event of both the Chairperson and Vice-Chairperson being unable to attend, the Board shall elect an Acting Chairperson from among the Board members present who shall preside

over the meeting. The Executive Director shall preside over the election of the Acting Chairperson.

- g. In line with TI Z's Constitution, there shall be following types of meetings of Board and Member meetings;
 - i. **Regular Board meetings:** These shall discuss any activities, policies and strategies for the Organisation that fall within the Board's broad jurisdiction. The Board Chairperson shall, in liaison with the Board Secretary, call these regular meetings. These should take place at least four times a year.
 - i. **Extraordinary Board meetings:** these special meetings shall be held only if a request for such a special meeting is made by not less than one-half of the Board's total membership.
 - ii. **Annual General Meetings:** these must be held annually on a date, time and venues set by the Board, provided the period between two consecutive AGMs shall not be more than fourteen months.
 - iii. **Extraordinary General Meetings:** these meetings are outside the ordinary General Meetings and shall be called when matters cannot wait for an Annual General Meeting. For example, in cases of crisis, bankruptcy and closure scares. The Board may convene an EGM whose business shall be restricted to matters over which it has been convened and whose matters are adequately specified in the notice of the meeting.

8. Procedures and Timing for the Annual General Meeting

- a. The AGM shall be made up of the following:
 - i. Members.
 - ii. The Executive Director.
 - iii. Senior managers of the Secretariat may attend by invitation.
- b. The AGM shall be held annually on a date, time and venue set by the Board, provided the period between two consecutive AGM shall not be more than fourteen (14) months.

- c. The Board may convene an Extra-Ordinary General Meeting (EGM) whose business shall be restricted to matters over which it has been convened provided the relevant matters are adequately specified in the notice for the meeting.
- d. In convening the AGM/EGM, the Board shall give a written notice period of at least twenty-one (21) calendar days in the case of AGM and fourteen (14) calendar days in the case of an EGM. In both instances, the written notice shall set out the details of the agenda.
- e. The business of the AGM shall include but not limited to,
 - i. Review of reports submitted to the AGM.
 - ii. Approval of audited financial statements,
 - iii. Appointments of auditors, determination of any benefits and/or allowances, conduct of elections of Board members and any other matters related to the AGM.

9. Board Committees

9.1 Establishment of Board Committees

- a. The Board shall establish Committees from time to time to assist the Board to discharge its responsibilities. The terms of reference of the Committees shall be written and approved by the Board.
- b. The Committees currently provided for in the TIZ Constitution, including their composition are, Finance, Risk and Audit Committee, Human Resources Committee and the Membership and Programmes Committee. The Terms of Reference for all the committees are attached as annexure 1.
- c. For each of the Committees established by the Board, the Board shall appoint the members of the Committees and the respective Chairpersons.
- d. The Board shall delegate its power of financial and administrative oversight to a sub-Committee, which shall be referred to as the Finance, Risk and Audit Committee and shall comprise of the Treasurer and at least two other Board

members elected by the Board. The Finance, Risk and Audit Committee shall be presided over by the Treasurer and shall meet at least four (4) times in a year.

- e. The Board shall delegate its power of human resources oversight to a sub-Committee, which shall be referred to as the Human Resources Committee and shall comprise of at least three (3) Board members. The Human Resources Committee shall be presided over by a Chairperson elected by the members of the Committee from among themselves at their first meeting after election of a new Board and shall meet at least four (4) times in a year.
- f. The Board shall delegate its power of programming and membership coordination oversight to a sub-Committee, which shall be referred to as the Membership and Programmes Committee, and shall comprise the Vice- Chairperson, and at least two (2) other Board members elected by the Board. The Membership and Programmes Committee shall be presided over by the Vice-Chairperson and shall meet at least four (4) times in a year.
- g. The quorum of the meetings for all the Board Committees shall be a simple majority of its total membership, and decision-making shall be a simple majority of those in attendance.
- h. The Board may, as it deems necessary, co-opt persons with diverse expertise and skills for provision of specialist technical advice on issues related to the Committee's work. However, such persons shall not have any voting rights on the Committees on which they sit. External professional advice shall be obtained at the Organisation's expense with the approval of the entire Board.
- i. The Board shall retain its oversight function and the ultimate responsibility for matters delegated to the Committees.

9.2 Authority of Board Committees

The Committee shall;

- a. Have access to any information the Committee requires to fulfil its responsibilities.
- b. Where necessary consult with and receive the full cooperation of any employee of the Secretariat to fulfil its responsibilities.

- c. Have the right to seek Professional advice, both inside and outside the Organisation to enable it to discharge its functions.
- d. Investigate matters that are within its mandate.

10. Board and Board Committee Assessments

- a. The Board shall take a formal and rigorous evaluation of its own performance and that of its individual members and committees at least once every year. This is aimed at:
 - i. Assessing the balance and currency of skill within the Board;
 - ii. Identifying attributes required for any new appointments;
 - iii. Reviewing the practice and process to improve efficiency and effectiveness;
 - iv. Considering the effectiveness of the Board's decision making processes, and
 - v. Recognizing the Board's outputs and achievements.
- b. The Human Resources committee shall establish the criteria and procedures for the Board evaluation. The evaluation shall consider on the following:
 - **Full Board:** This shall include evaluation of the whole Board against its mandate of providing insight, foresight and oversight to Management or against the terms of reference given to the Board at the beginning of its term of office.
 - **Board Committee Assessments:** These shall assess the performance/ effectiveness of the Committees, their contributions to the Board, how they handle their business as committees as well as the general performance of the committee.
 - **Board Chairperson:** This shall include evaluation of the Board Chairperson against his/her terms of reference
 - **Individual Member:** Board members shall be evaluated by the Board Chairperson against their individual terms of reference including their contribution, attendance of meetings etc.
- c. An external facilitator may be taken on to facilitate the evaluation process to ensure that the process is open, rigorous and objective.

- d. A summary of the results of the evaluation, together with a statement confirming that the Board has carried out a self-assessment exercise, shall be presented in the Chairperson's report to the AGM.
- e. The Board Chairperson, through the Human Resources committee, shall establish criteria and procedures for regularly assessing the effectiveness of the Board as a whole, the committees and individual Board members.

11. Removal of the Board, the Board Committees and Office Bearers

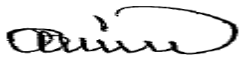
- f. The Board may be dissolved immediately by a vote of no confidence if that vote is passed by no less than three-quarters (3/4) of the TI Z Membership.
- g. A Board Member may leave office through resignation by notice of writing to the Board Chairperson.
- h. A board member or office bearers may be removed from office by majority vote of the Board or AGM if he/she;
 - i. Becomes incapacitated from performing duties on medical grounds.
 - ii. Becomes incapacitated from performing duties by unsound mind.
 - iii. Becomes bankrupt or gets bad credit record.
 - iv. Is absent from meetings of the Board for 3 consecutive meetings over a twelve-month period without notice.
 - v. Behaves in a manner that brings his/her name or the Organisation into disrepute or brings discredit, contempt, ridicule or disrepute upon the Board.
- i. If the Board dissolves itself outside an AGM or EGM, the Executive Director shall convene an EGM in his/her capacity as Secretary of the Board to select an interim Board to serve until the next Elective AGM.
- j. In the case of the dissolution of the Board, an interim Board shall be co-opted by members at an Extraordinary General Meeting and the said Interim Board shall subsist until the next Elective AGM, when a substantive Board shall be elected.
- k. In the case of the dissolution of a Committee of the Board, an interim Finance, Risk and Audit Committee or Human Resources Committee or Membership and Programmes Committee, whichever is applicable, shall be co-opted by the Board at an extraordinary Board Meeting and the respective interim Committee shall subsist

until the next Board meeting when a substantive Committee, as may be applicable, shall be elected.

12. Declaration

We, the Chairperson and Secretary of TIZ, on this 3rd day of October 2023, hereby sign this Board Charter for and on behalf of our members:

Isheanesu Chirisa
Chairperson



Tafadzwa Chikumbu
Secretary

Annexure 1: Terms of Reference for Committees of Transparency International Zimbabwe

1.1. Human Resources Committee

- a. The Board shall delegate its power of human resources oversight to a sub-Committee, which shall be referred to as the Human Resource Committee and shall comprise of at least three (3) Board members.
 - b. The Human Resources Committee shall, on behalf of the Board, supervise the day-to-day human resources and staffing affairs of the TI-Z through the Executive Director and shall report its work to the Board for review and direction. The committee shall operate on the following terms of reference:
 - i. Monitor and review the implementation of relevant Human Resource policies, procedures and guidelines (including performance management systems) to meet the needs of TI Z's operations.
 - ii. Ensure the remuneration policy established by the Board is correctly implemented, to ensure that it is competitive and able to attract and retain competent staff members for the organisation.
 - iii. Regularly review the staffing needs of TI Z and ensure that the staff numbers and skills are sufficient to enable the organisation to attain its goals and objectives.
 - iv. Review from time to time, the remuneration rates of the Board and Management, and make recommendations to the Board for their adjustment, where the rates are found not to be commensurate with market rates.
 - v. Recruitment and appointment of the Executive Director, his/her supervision, appraisal, and discipline.
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- vi. Provide oversight and guidance on the disciplining of employees, through the Executive Director, using the appropriate policies and guidelines.
- vii. Define and implement succession plans for the key roles such as Executive Director and Senior Management.
- viii. Annual review of TI Z's organisational structure, report on and recommend changes as appropriate to the Board.
- ix. Be responsible for recommending for the Board's consideration the appointment or termination of Board members and senior management staff.
- x. Monitor the ethical conduct of Board members and senior officials.

1.2. Finance, Risk and Audit Committee

- a. The Board shall delegate its power of financial and administrative oversight to a sub-Committee, which shall be referred to as the Finance, Risk and Audit Committee and shall comprise of the Treasurer and at least two other Board members elected by the Board.
- b. The Finance, Risk and Audit Committee shall, on behalf of the Board, supervise the day to day financial and administration affairs of the TI Z through the Executive Director and shall report its work to the Board for review and direction.
- c. The Committee shall in the exercise of the powers delegated to it by the Board conform to the Terms of Reference below:
 - i. Monitor and review internal financial control systems, including policies and procedures to ensure that they are up to date with current legislation and best practices.
 - ii. Oversight of proper utilisation of finances, assets and resources of TI Z to ensure that they are duly accounted for.
 - iii. Evaluate the financial reports, risk management and other ethical issues.
 - iv. Define, guide the scope and approach of the annual audit.
 - v. Nominate the external auditor for appointment by the AGM and approve the auditor's terms of engagement and remuneration.
 - vi. Monitor and review the performance of external auditors and terminate their services where necessary based on performance.

- vii. Quarterly review of risk management plan and make recommendations to Board.
- viii. Review quarterly management accounts.
- ix. Provide the necessary induction and ongoing training and mentoring on financial matters for all Board members.
- x. Annual review of the corporate governance mechanisms to assess appropriateness and effectiveness and make recommendations to the Board.
- xi. Review annual operating and capital expenditure budgets and make recommendations to the Board.
- xii. Advise and assist on compliance with the legal requirements with respect to fiduciary duties of the Board.
- xiii. Implement and monitor adherence to TI Z's Conflict of Interest Policy.

1.3. Membership and Programmes Committee

- a. The Board shall delegate its power of membership and programming coordination oversight to a sub-Committee, which shall be referred to as the Membership and Programmes Committee, and shall comprise the Vice-Chairperson, and at least two (2) other Board members elected by the Board.
- b. The Membership and Programmes Committee shall, on behalf of the Board, supervise the day-to-day programming and membership coordination affairs of the TI Z through the Executive Director and shall report its work to the Board for review and direction.
- c. The Committee shall in the exercise of the powers delegated to it by the Board conform to the Terms of Reference below:
 - i. Oversight of TI Z's programme activities in line with the organisational strategy to ensure that the service delivery model is realising the intended results.
 - ii. Oversee all matters relating to TI Z membership, attend to any membership issues that may arise and recommend the annual subscription fees to be paid by TI Z members.

- iii. Monitor implementation of TI Z's operational plans and financial performance including budgets and recommend approval of such to Board.
- iv. Monitor relevance and technical efficacy of TI Z's programmes and projects.
- v. Monitor and evaluate progress on programme related activities in terms of the work-plan and budget.
- vi. Guide the process of resource mobilization for TI Z's programme activities.
- vii. Review progress in meeting resource mobilisation targets.



Annexure II: PROXY VOTING FORM

For a Transparency International Zimbabwe (TI Z) Elective General Meeting

I/We _____

(Person's name)

of _____

(Address)

Being a member of the Transparency International Zimbabwe

HEREBY APPOINT;

(Person's name)

of _____

(Address)

To be a proxy and to attend and vote on my (our)

behalf at the upcoming Elective General meeting of the Transparency International

Zimbabwe, to be held at, on,

20.....

Signed on this _____ day of _____ 20.....

(TI Z Member's signature)

(Member's contact phone number)

Annexure III: Conflict of Interest Form

REGISTER OF CONFLICT-OF-INTEREST¹

Name	
Date on which initial statement was lodged	
Remunerated affiliation (Current and, where relevant, past)	
Non-Remunerated affiliation (Current and, where relevant, past)	
Significant (>10%) ownership or controlling position in any company	
Any entity in which the person has more than 5% of his/her total assets	
Public Office or public employment (Current and, where relevant, past)	
Interests of close personal relationships (where applicable). See Section 4 of the Anti-Corruption Policy.	
Other	

Date: Signature of Member:

¹ The conflict-of-interest forms are reviewed annually and the date of the last review will be included in every form.