



Radiation Protection Authority of Zimbabwe

"... protecting people and the environment against radiation effects ..."

BOARD CHARTER

RPAZ/BC

June, 2014

BOARD CHARTER

APPROVED BY RADIATION PROTECTION BOARD

Dr. N. Ndlovu

Radiation Protection Authority

Board Chairperson

Board Directors

Version 1.0

Pawandya (Deputy Chairman), Prof M M Chidzonga, Prof Z A R Gumbo, Mr J Panhwa,
A Makamure, Mr G Mafheba, Mrs P R Shoko, Mr T Mutazu, Eng B Manyaradzi

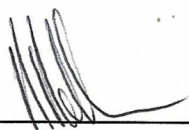
June 19, 2014

RPAZ/BC

Published by the
Radiation Protection Authority of Zimbabwe
June 2014

BOARD CHARTER

APPROVED BY RADIATION PROTECTION BOARD



Dr. N. Ndlovu
Radiation Protection Authority
Board Chairperson

Board Directors

Swadyira (Deputy Chairman), Prof M M Chidzonga, Prof Z A R Gomo, Mr J Banhwa,
Makamure, Mr G Mashava, Mrs P R Shoko, Mr T Mutazu, Eng B Munyaradzi

DATE: June 19, 2014

BOARD CHARTER

Board Charter Committee Contents

Board Charter	5
Board Membership and Process	5
1. Composition	5
2. Shareholders.....	5
3. Conduct	6
4. Support.....	6
5. Chairmand and Vice Chairman.....	6
6. Secretary.....	7
7. Board Evaluation	7
8. The Board and Its Committees.....	7
9. Meetings.....	8
Board and CEO Relationship	9
1. Powers Reserved for the Board.....	9
2. Delegation to the CEO	9
3. Accountability and Monitoring.....	9
4. Reward and Evaluation.....	10
Index I Terms of Reference: Audit and Risk Committee	
Index II Terms of Reference: Finance Committee	
Index III Terms of Reference: Human Resources Committee	
Index IV Terms of Reference: Legal Committee	
Index V Terms of Reference: Technical and Monitoring Committee	

BOARD CHARTER

Radiation Protection Board Charter

RPAZ/BC

Published by the Radiation Protection Authority of Zimbabwe

Extracts from this document may be reproduced for individual use without permission provided the source is fully acknowledged. However, reproduction in whole or in part for purposes of resale or redistribution requires prior written permission from the Radiation Protection Authority of Zimbabwe.

BOARD CHARTER

The Board Charter for Radiation Protection Board sets out the functions and responsibilities of the Board in order to facilitate Board and Management accountability for the Authority's performance and strategic direction.

A BOARD MEMBERSHIP AND PROCESS

1 COMPOSITION

- 1.1 The Board of Directors is appointed by the Shareholder in terms of section 5 of the Radiation Protection Act [Chapter 15:15] (herein after the Act). All Directors are non-executive and are independent of judgment and character and free of material relationships with the Authority and other entities and people that might influence or would be perceived by the Shareholder to influence such judgment.
- 1.2 The qualifications for Directors are listed in section 5 of the Act.
- 1.3 The Board will on an ongoing basis review the skills represented by Directors on the Board and determine whether the composition and skills mix remains appropriate to achieve the Authority's strategic objectives.
- 1.4 All Directors will be engaged through a letter of appointment.
- 1.5 The Board will determine the level of remuneration paid to its members subject to approval by the Shareholder.
- 1.6 All Directors will be expected to participate in all induction or orientation programs, and any continuing education or training programs arranged for them. For each calendar year each Board member should attend at least two (2) continuous professional development programs.

2 SHAREHOLDERS

- 2.1 The business of the Authority is managed by the Chief Executive Officer (CEO) under the direction of the Board.
- 2.2 The Board will receive regular information regarding shareholder issues.
- 2.3 The Chairman, Vice Chairman and CEO will represent the Board to the shareholder and will communicate the Board's position.

BOARD CHARTER

3 CONDUCT

- 3.1 Directors must demonstrate high ethical standards and conduct in their personal and professional lives and be accountable for their decisions in their capacity as Directors.
- 3.2 Each Director shall ensure that no decision or action is taken that has the effect of placing his or her interests in priority to the interests of the Authority.
- 3.3 Directors must commit to the collective, group decision-making processes of the Board. Individual Directors shall always respect the contributions of other Directors, and strive to understand their perspective and contributions to the Board debate and discussion. Directors shall debate issues openly and constructively and be free to question or challenge the opinions presented at meetings where their own judgement differs from that of other Directors.
- 3.4 All Directors are expected to utilize their relevant skills, knowledge and experience for all matters discussed at Board meetings. The Chairman and the CEO shall ensure that they bring to all Board debates and discussions their unique knowledge, experience and perspective on the Authority's business.
- 3.5 Directors must demonstrate the ability to cooperate with other Directors to optimize the effectiveness of the Board.
- 3.6 Directors shall endeavor to attend Board meetings in person. Members unable to attend a meeting must advise the CEO as soon as practicable.
- 3.7 Directors must have or develop to the satisfaction of the Minister, the required knowledge base of RPAZ's business to understand the basis from which corporate strategies are developed and business plans produced.

4 SUPPORT

Directors may, with the consent of the Chairman and with the assistance of the CEO, seek independent professional advice at the expense of the Authority on any matter connected with the discharge of their responsibilities. A copy of any advice will be made available to all Directors.

5 CHAIRMAN AND VICE CHAIRMAN

- 5.1 The Chairman and Vice Chairman shall be appointed by the Shareholder in terms of section 5 (3) of the Act.
- 5.2 The Chairman in consultation with the Vice Chairman will facilitate the work of the Board at its meetings, and be responsible for ensuring that the principles and processes of the Board are maintained.
- 5.3 The Chairman in consultation with the Vice Chairman will set the agenda for each meeting in consultation with the CEO. Any Director may request that an item be added to the agenda.
- 5.4 The Chairman and/or the Vice Chairman will represent the Board between its meetings, including engaging with the CEO, and conducting the monitoring activities. The Chairman will report to the Board and Committee Chairmen as appropriate between meetings of the Board.

BOARD CHARTER

- 5.5 The Chairman shall be spokesperson for the Board and shall be responsible for reporting to the Minister the activities of the Board and RPAZ.

6 SECRETARY

- 6.1 The CEO shall be the Secretary to the Board and its Committees.
- 6.2 The Legal and Corporate Affairs Manager (LCAM) will advise the Chairman, and through the Chairman, the Board and individual Directors on all matters of governance process. He shall provide Directors with detailed guidance as to the nature and extent of their duties and responsibilities and more importantly how such duties and responsibilities shall be discharged in the best interests of RPAZ and the shareholder.
- 6.3 The LCAM's advice and services shall be available to all Directors and Board Committees.
- 6.4 The LCAM will retain independent advisory services at the request of the Board or Board Committees.
- 6.5 The LCAM will develop and maintain the information systems and processes that are appropriate for the Board to fulfil its role and to achieve the Authority's strategic objectives.
- 6.6 The LCAM shall co-ordinate the induction of new Directors and together with the Chairman develop mechanisms for providing continuous education to Directors in order to improve and maintain the effectiveness of the Board.
- 6.7 The LCAM shall keep a register of disclosures of interest with respect to each Director. Directors shall be required to give written notice of any changes with regards to disclosure particulars.

7 BOARD EVALUATION

- 7.1 The Board will conduct performance evaluations of the Board as a whole, its Committees, the Chairman, individual Directors, and the governance processes which support the Board's work.
- 7.2 All evaluations will have regard to the collective nature of Board work, and the operation of the governance processes established in this document. They will be conducted annually.

8 THE BOARD AND ITS COMMITTEES

- 8.1 The Board will establish Committees to assist the Board in exercising its authority.
- 8.2 The permanent Committees of the Board are the Audit and Risk Management Committee, the Human Resources Committee, the Finance Committee, the Technical and Monitoring Committee and the Legal Committee.
- 8.3 Each Committee will be composed of at least four Directors who the Board considers best suited to fulfil the role of each Committee.
- 8.4 Committees will have access to sufficient resources to carry out their activities effectively.

BOARD CHARTER

- 8.5 The Board will establish Terms of Reference for Committees to set the constitutional base for each Committee, record their activities and provide guidance to Board Directors. The Terms of Reference of the Committees are attached to this Board Charter as annexes.
- 8.6 Committees will assist the Board by focusing on their mandated activities and reporting to the Board on recommendations made. The Board will from time to time, delegate to the Committees as appropriate its authority to act on its behalf in the implementation of Board decisions.

9 MEETINGS

- 9.1 The Act governs the conduct of the meetings of the Board.
- 9.2 A majority of members shall form a quorum at a meeting of the Board.
- 9.3 All acts, matters or things authorized or required to be done by the Board may be decided by a majority vote at a meeting of the Board at which a quorum is present.
- 9.4 Any proposal circulated among all members and agreed to in writing by a majority of all members shall be of the same effect as a resolution passed at a duly constituted meeting of the Board and shall be incorporated in the minutes of the next succeeding meeting of the Board unless if a member requires that such a proposal be placed before a meeting of the Board.
- 9.5 The Board may appoint expert advisors who shall be advisors to the Board and shall not receive a standing invitation to attend meetings.

B BOARD AND CEO RELATIONSHIP

In appointing the Board, shareholders vest the management and control of the business and affairs of the Authority in the Board. The Board has reserved some matters to itself for decision and, save for those matters, has delegated authority for all other matters to the CEO.

1 POWERS RESERVED FOR THE BOARD

The Board has reserved for its sole discretion the following:

- 1.1 The drafting and adoption of the Authority's strategic plan.
- 1.2 The appointment of the CEO and senior Management.
- 1.3 The disciplinary issues for the CEO and senior Management.
- 1.4 The approval of the annual operating budget, and monitoring performance against budget.
- 1.5 The approval of interim and final financial statements.
- 1.6 The approval of any significant change in accounting policies and practices.
- 1.7 Approval of Risk Management framework controls of the Authority to ensure the appropriate compliance procedures are in place.
- 1.8 Significant acquisitions and other material transactions.
- 1.9 New issues of long-term debt.
- 1.10 Remuneration of the CEO, Management and staff.

2 DELEGATION TO THE CEO

Beyond the items listed as reserved for its sole discretion the Board delegates to the CEO all authority to achieve the Authority's strategic objectives.

3 ACCOUNTABILITY AND MONITORING

- 3.1 The CEO is accountable to the Board for the authority that is delegated to him, and the performance of RPAZ.
- 3.2 The Board and its Committees shall monitor the implementation of the strategic plan by the CEO.
- 3.3 Throughout the annual Board cycle, the CEO will report on the progress being made by RPAZ's business towards the Authority's strategic objectives and towards short, medium and long-term plans.
- 3.4 The Board and its Committees will determine the information required.
- 3.5 The CEO (and his or her nominees) will supply the Board and its Committees with the information in a form that is appropriate to enable the Board and its Committees to make assessments and judgments, to conduct inquiries, and to gain assurance that the decisions and actions of the CEO, and the performance of RPAZ are directed toward RPAZ's strategic objectives.

BOARD CHARTER

- 3.6 The Chairman of the Board, the Chairman of Committees and the CEO will collectively ensure that effective systems are in place for the production and transmission of information and reports.
- 3.7 Relationships and dialogue between individual members of the Board and the CEO and senior Management that focuses on gaining a better understanding of RPAZ's business will be encouraged.

4 REWARD AND EVALUATION

- 4.1 The Board will ensure that the structure of remuneration for RPAZ (including for the CEO) is linked to the achievement of RPAZ's strategic objectives.
- 4.2 The Board will ensure that performance requirements of the CEO are linked to the implementation of RPAZ's strategy, and that systems of evaluation for the performance of the CEO are based on the performance contract.
- 4.3 The Chairman of the Board, drawing on guidance of the Human Resources Committee, will lead on behalf of all the Directors an annual formal evaluation of the performance of the CEO.

ANNEX I

TERMS OF REFERENCE

AUDIT AND RISK COMMITTEE

Version 1.0

June 19, 2014

RPAZ/TOR/AUDRIS

Published by the
Radiation Protection Authority of Zimbabwe
June 2014

111

TERMS OF REFERENCE AUDIT AND RISK COMMITTEE

APPROVED BY RADIATION PROTECTION BOARD

Dr. N. Ndlovu
Radiation Protection Authority
Board Chairperson

Board Directors

Mr M S Pawadyira (Deputy Chairman), Prof M M Chidzonga, Prof Z A R Gomo, Mr J Banhwa,
Mr A Makamure, Mr G Mashava, Mrs P R Shoko, Mr T Mutazu, Eng B Munyaradzi

DATE: June 19, 2014

TERMS OF REFERENCE AUDIT AND RISK COMMITTEE

Terms of Reference Audit and Risk Committee Contents

1. General	5
2. Purpose.....	5
3. Composition	5
4. Role.....	6
4.1 Internal Audit.....	6
4.2 Risk Management.....	6
4.3 Internal Control	7
4.4 Financial Reporting.....	7
4.5 External Audit	7
5. Meetings.....	8
6. Reporting	8
7. Authority.....	9
8. Summary.....	9

TERMS OF REFERENCE AUDIT AND RISK COMMITTEE

Radiation Protection Board Terms of Reference Audit and Risk Committee
RPAZ/TOR/AUDRIS

Published by the Radiation Protection Authority of Zimbabwe

Editors: D. Keshav, R. Mpandanyama and J. Chipuru

Extracts from this document may be reproduced for individual use without permission provided the source is fully acknowledged. However, reproduction in whole or in part for purposes of resale or redistribution requires prior written permission from the Radiation Protection Authority of Zimbabwe.

1 GENERAL

The Audit and Risk Committee is established as a Committee of the Radiation Protection Board (the Board) in terms of the *Second Schedule, Paragraph 7* of the Radiation Protection Act [Chapter 15:15] (the Act). The role and responsibilities of the Committee shall be as detailed in these terms of reference and shall be amended from time to time with the approval of the Board. The Committee is vested with powers and functions of the Board as the Board considers appropriate, however, the vesting of functions in the Committee shall not divest the Board of those functions, and the Board may amend or rescind any decision of the Committee in the exercise of its powers and functions.

2 PURPOSE

This Committee shall be responsible for assisting the Board in relation to internal and external audits, manage risk and review the policies on internal control systems through liaison with Auditors and legal advisors. It shall ensure adequate financial reporting, corporate governance, corporate control and audit independence and effectiveness.

3 COMPOSITION

- a) The membership of the Committee shall comprise not less than four Directors of the Board one of whom shall have an accounting, auditing or risk management background and one with a legal background. The Chief Executive Officer (CEO), the Internal Auditor and Finance Manager shall be ex officio members of the Committee.
- b) The Chairman and Vice Chairman of the Board shall not be eligible to be appointed as a member.
- c) The Committee may appoint as members of the Committee persons who are not Directors of the Board as may be required.
- d) The Board shall appoint one of the Directors who is a member as Chairman of the Committee. If for any other reason the Chairman so appointed is not present at a scheduled meeting of the Committee, the members present may appoint one of their members to be Chairman of the meeting.
- e) The quorum for the transaction of the business of the Committee shall be a majority. Recommendations to the Board arising at each meeting of the Committee shall be decided by consensus, however where there is no consensus a majority vote shall suffice. Where there is a tie, the Chairman shall cast the determining vote.
- f) The CEO shall act as Secretary to the Committee and shall maintain the diary of meetings of the Committee and shall keep the minutes of proceedings. The Secretary shall circulate minutes of all meetings of the Committee to the members.

TERMS OF REFERENCE AUDIT AND RISK COMMITTEE

4 ROLE

Subject to the overall supervision and direction of the Board from time to time, the duties of the Committee shall be as follows:

4.1 Internal Audit

- a) Any person or organization intending to carry out any actions that involve the use of radiation Review periodically the effectiveness of the internal audit function in the context of RPAZ's overall risk management system, with particular focus on the charter, annual work plans, activities, staffing, organizational and reporting structure and status of the function.
- b) Ensure that the Committee is satisfied that no unjustified restrictions or limitations are placed on the internal audit function, that the function has sufficient budget and staff resources to meet its objectives, and that the function has appropriate standing within the Authority and direct access to the Chairman of the Board and the Audit Committee.
- c) Approve all decisions regarding the performance evaluation, appointment and/or removal of the Internal Auditor.

4.2 Risk Management

- a) Ensure that there is a documented Risk Management Policy Framework for the Authority that decrees the RPAZ Risk Management Strategy.
- b) Review the risk identification and management process developed by management to confirm it is consistent with the Authority's strategy and business plan.
- c) Review management's assessment of risk at least once annually and provide an update to the Board in this regard.
- d) Inquire of management and the independent Auditor on significant business, political, financial and control risks or exposure to such risk.
- e) Oversee and monitor Management's documentation of the material risks that the Authority faces and update as events change and risks shift.
- f) Assess the steps management has implemented to manage and mitigate identifiable risk, including the use of hedging and insurance.
- g) Oversee and monitor management's review, at least annually, and more frequently if necessary, of the Authority's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks); and review the following with management, with the objective of obtaining reasonable assurance that financial risk is being effectively managed and controlled:
 - 1) Management's tolerance for financial risks;
 - 2) Management's assessment of significant financial risks facing RPAZ;
 - 3) RPAZ's policies, plans, processes and any proposed changes to those policies for controlling significant financial risks;
 - 4) To review with RPAZ's counsel, legal matters which could have a material impact on RPAZ's public disclosure, including financial statements.
- h) Ensure that the risk management techniques that are designed to operate in times of crisis are identified. These include crisis management plans that aim to sustain stakeholder confidence in the event of a disaster. Examples of these include:
 - 1) Business Continuity plans for key IT risks;
 - 2) Insurance, self-insurance or hedging arrangements for financial contingencies;
 - 3) Debt factoring, adequate provisions for bad debts.

TERMS OF REFERENCE AUDIT AND RISK COMMITTEE

4.3 Internal Control

- a) Reviewing RPAZ's effectiveness and efficiency risk management, internal control and governance systems.
- b) Review and consider statements included in the Annual Report in relation to risk management, internal controls and governance.
- c) Report to the Board on the effectiveness of internal control.
- d) Review arrangements by which staff of RPAZ may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control or any other matters. The Committee's objective should be to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action, and that any matters relevant to its responsibilities are brought to its attention.

4.4 Financial Reporting

- a) Review, and challenge where necessary, the annual financial statements, interim and preliminary results before their submission to the Board for approval determining whether they are complete and consistent with the information known to the Committee members, paying particular attention to:
 - 1) Significant accounting policies and practices, and any changes in them;
 - 2) Consistency of accounting policies on a year to year basis;
 - 3) Major judgmental areas, for example those involving the valuation of assets and liabilities, warranty, product and environmental liability, litigation reserves and other commitments and contingencies;
 - 4) The impact and disclosure of significant, complex and/ or unusual transactions, especially where the accounting treatment is open to different approaches;
 - 5) Context, completeness and clarity of disclosures;
 - 6) Adjustments resulting from the audit or processed at year-end;
 - 7) The basis on which the RPAZ has been determined to be a going concern;
 - 8) Compliance with appropriate accounting and reporting standards and recent professional pronouncements.
- b) Tax and litigation matters involving uncertainty.
- c) Review the annual report, to assess whether, when taken as a whole, it is fair, balanced and understandable and provides to the shareholders the necessary information on performance and strategy. Advise the board of the Committee's conclusions.
- d) Review and comment on the Half Yearly Financial Statement as circulated to the board before publication.

4.5 External Audit

- a) Overseeing RPAZ's relations with the external auditors.
- b) Consider and recommend the engagement letter for the external auditor's annual audit of the financial statements of RPAZ, the annual audit plan and related fees.
- c) Assess annually the independence and objectivity of the external auditors taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services.
- d) Satisfy itself that there are no relationships (such as family, employment, investment, financial or business) between the external auditor and RPAZ (other than in the ordinary course of business).

TERMS OF REFERENCE AUDIT AND RISK COMMITTEE

- e) Monitor the external auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by RPAZ compared to the overall fee income of the firm, office and partner and other related requirements.
- f) Meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the external auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit.
- g) Consider and recommend the annual audit plan and ensure that it is consistent with the scope of the audit engagement.
- h) Review the findings of the audit with the external auditor. This shall include, but not be limited to the following:
 - 1) A discussion of any major issues which arose during the audit;
 - 2) Any accounting and audit judgments;
 - 3) Levels of errors identified during the audit.
- i) Review any representation letter requested by the external auditor before it is signed by Management.
- j) Review the Management letter and Management's response to the auditor's findings and recommendations.
- k) Review the Corporate Governance report to ensure that it appropriately reflects the position on internal controls.

5 MEETINGS

- a) The Committee shall meet not less than four times per year.
- b) The Chairman of the Committee may cause the Secretary to call for a meeting of the Committee or any member may request the chairman to call for a meeting.
- c) A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the committee in the week prior to the date of the meeting.
- d) Proceedings and meetings of the committee will be governed by the provisions of the second schedule of the Act.
- e) The Committee shall meet at least once per year with the External and Internal auditors in the absence of management.

6 REPORTING

- a) The Committee Chairperson shall report the results of its evaluation to the Board, including recommendations on any specific decisions or actions the Board should consider in order to maintain the integrity of financial statements.
- b) The Committee Chairperson, or his nominee shall report to the Board following each meeting.

TERMS OF REFERENCE AUDIT AND RISK COMMITTEE

7 AUTHORITY

Subject to the Board approval and/or delegation, the Committee shall have authority to:

- a) Consider all issues and activities within its purview, and may seek external professional assistance for its purposes;
- b) Appoint expert advisors who shall be advisors to the Committee and shall not receive a standing invitation to attend meetings;
- c) Assess its performance each year having regard to the principles and requirements of its terms of reference and the overall objective of the Committee's work to gain assurance that the decisions taken are towards attaining the Authority's objectives.

8 SUMMARY

The Audit Committee is a Board subcommittee appointed primarily for the purposes of assisting the Board of Directors in carrying out its duties as they relate to the Authority's accounting policies, internal controls, risk management, financial reporting practices and legal compliance issues.

ANNEX II

TERMS OF REFERENCE

FINANCE COMMITTEE

Version 1.0

June 19, 2014

RPAZ/TOR/FIN

Published by the
Radiation Protection Authority of Zimbabwe
June 2014



TERMS OF REFERENCE FINANCE COMMITTEE

APPROVED BY RADIATION PROTECTION BOARD

Dr. N. Ndlovu
Radiation Protection Authority
Board Chairperson

Board Directors

Mr M S Pawadyira (Deputy Chairman), Prof M M Chidzonga, Prof Z A R Gomo, Mr J Banhwa,
Mr A Makamure, Mr G Mashava, Mrs P R Shoko, Mr T Mutazu, Eng B Munyaradzi

DATE: June 19, 2014

TERMS OF REFERENCE FINANCE COMMITTEE

Terms of Reference Finance Committee Contents

1. General	5
2. Purpose.....	5
3. Composition	5
4. Role.....	6
5. Meetings.....	6
6. Reporting.....	7
7. Authority.....	7

TERMS OF REFERENCE FINANCE COMMITTEE

Radiation Protection Board Terms of Reference Finance Committee
RPAZ/TOR/FIN

Published by the Radiation Protection Authority of Zimbabwe

Editors: D. Keshav, R. Mpandanyama and J. Chipuru

Extracts from this document may be reproduced for individual use without permission provided the source is fully acknowledged. However, reproduction in whole or in part for purposes of resale or redistribution requires prior written permission from the Radiation Protection Authority of Zimbabwe.

TERMS OF REFERENCE FINANCE COMMITTEE

1 GENERAL

The Finance Committee is established as a Committee of the Radiation Protection Board in terms of the *Second Schedule, Paragraph 7* of the Radiation Protection Act [15:15](the Act). The role and responsibilities of the Committee shall be as is outlined in these terms of reference and shall be amended from time to time with the approval of the Board. The Committee is vested with powers and functions of the Board as the Board considers appropriate, however, the vesting of functions in the Committee shall not divest the Board of those functions, and the Board may amend or rescind any decision of the Committee in the exercise of its powers and functions.

2 PURPOSE

This Committee is responsible for supporting and assisting the Radiation Protection Board in all financial issues.

3 COMPOSITION

- a) The membership of the Committee will comprise not less than four directors one of whom shall have a financial or accounting background. The Chief Executive Officer (CEO), Finance Manager and Head of Internal Audit shall be ex officio members of the Committee.
- b) The Committee may appoint as members of the Committee persons who are not directors of the Authority.
- c) External Auditors shall attend the meetings of this committee by invitation as and when is necessary.
- d) The Board shall appoint one of the directors who is a member as Chairman of the Committee. If for any other reason the Chairman so appointed is not present at the scheduled meeting of the Committee, the members present may appoint one of their number to be Chairman of the meeting.
- e) The quorum for the transaction of the business of the Committee shall be a majority. Recommendations to the Board arising at each meeting of the Committee shall be decided by consensus, however where there is no consensus a majority vote shall suffice. Where there is a tie, the chairman shall cast the determining vote.
- f) The CEO shall act as Secretary to the Committee and shall ensure that all meetings of the Committee are diarized and are properly minuted.
- g) The Secretary shall circulate minutes of all meetings of the Committee to the members.

TERMS OF REFERENCE FINANCE COMMITTEE

4 ROLE

The primary purpose of the Finance Committee is to support and advise the Board on the following financial matters.

- a) Advise the Board on all financial matters affecting the Authority.
- b) Receive and recommend unaudited financial statements of the Authority prior to consideration by the External Auditors.
- c) Consider and recommend the Authority's budgets before submission to the Board.
- d) Determine whether revised budgets are necessary and to recommend accordingly to the Board.
- e) Monitor the financial status of the specific activities or projects as the need to monitor arises as determined from time to time by the Board.
- f) Advise the Board on specific financial matters.
- g) Review on behalf of the Board all major contracts agreements, deeds or other instruments involving the financial affairs of the Authority and which are to be presented to the Board and to make recommendations to the Board regarding appropriate action.
- h) Consider and recommend the opening of new bank accounts, the persons to act as the authorised signatories and the authority limits on all bank accounts.
- i) Consider and review treasury and investment activities of the Authority.
- j) Review and evaluate at least on a quarterly basis financial plans and results in comparison to stated strategies, objectives and plans.
- k) Address questions of financial policy and recommend changes in the financial policy from time to time.
- l) Ensure that timely, accurate and useful financial information is presented to the Board.
- m) Assume such other responsibilities as from time to time may be delegated by the Board.

5 MEETINGS

- a) The Committee shall meet not less than four times per year.
- b) The Chairman of the Committee may cause the Secretary to call for a meeting of the Committee or any member may request the Chairman to call for a meeting.
- c) A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the committee in the week prior to the date of the meeting.
- d) Proceedings and meetings of the Committee will be governed by the provisions of the Act and the Board Charter.

TERMS OF REFERENCE FINANCE COMMITTEE

6 REPORTING

- a) The Committee Chairman shall report the results of its evaluation to the Board, including recommendations on any specific decisions or actions the Board should consider.
- b) The Committee Chairman or his nominee shall report to the Board following each meeting.
- c) The Committee shall evaluate itself at the end of each year and report the results of its evaluation to the Board.

7 AUTHORITY

Subject to the Board approval and/or delegation, the Committee shall have authority to:

- a) Consider all issues and activities within its purview, and may seek external professional assistance for its purposes.
- b) Appoint expert advisors who shall be advisors to the Committee and shall not receive a standing invitation to attend meetings.

ANNEX III

TERMS OF REFERENCE

HUMAN RESOURCES COMMITTEE

Version 1.0

June 19, 2014

RPAZ/TOR/HR

Published by the
Radiation Protection Authority of Zimbabwe
June 2014



APPROVED BY RADIATION PROTECTION BOARD

Dr. N. Ndlovu
Radiation Protection Authority
Board Chairperson

Board Directors

Mr M S Pawadyira (Deputy Chairman), Prof M M Chidzonga, Prof Z A R Gomo, Mr J Banhwa,
Mr A Makamure, Mr G Mashava, Mrs P R Shoko, Mr T Mutazu, Eng B Munyaradzi

DATE: June 19, 2014

TERMS OF REFERENCE HUMAN RESOURCES COMMITTEE

Terms of Reference Human Resources Committee Contents

1. General	5
2. Purpose.....	5
3. Composition	6
4. Meetings.....	6
5. Reporting	6
6. Authority.....	7

TERMS OF REFERENCE HUMAN RESOURCES COMMITTEE

Radiation Protection Board Terms of Reference Human Resources Committee
RPAZ/TOR/HR

Published by the Radiation Protection Authority of Zimbabwe

Editors: D. Keshav, R. Mpandanyama and J. Chipuru

Extracts from this document may be reproduced for individual use without permission provided the source is fully acknowledged. However, reproduction in whole or in part for purposes of resale or redistribution requires prior written permission from the Radiation Protection Authority of Zimbabwe.

TERMS OF REFERENCE HUMAN RESOURCES COMMITTEE

1 GENERAL

The Human Resources Committee is established as a Committee of the Radiation Protection Board in terms of the *Second Schedule, Paragraph 7* of the Radiation Protection Act [15:15] (the Act). The role and responsibilities of the Committee shall be as is outlined in these terms of reference and shall be amended from time to time with the approval of the Board. The Committee is vested with powers and functions of the Board as the Board considers appropriate, however, the vesting of functions in the Committee shall not divest the Board of those functions, and the Board may amend or rescind any decision of the Committee in the exercise of its powers and functions.

2 PURPOSE

The purpose of the Human Resources Committee is to support and advise the Board on the following human resources matters:

- a) Determining the Authority's remuneration policy.
- b) Determining the conditions of employment of the Chief Executive Officer (CEO) in consultation with the Office of the President and Cabinet/Minister for Presidential Affairs.
- c) To review annually the staffing establishment of Radiation Protection Authority of Zimbabwe and consider any proposals for significant changes.
- d) To review staff remuneration packages and benefits as necessary.
- e) To review annually staff training, learning and development arrangements including performance management systems.
- f) To review Human Resources policies and procedures manual as the need arises taking into account developments in good practice, employment legislation, and business and Authority mandate.
- g) To set, monitor and evaluate an ongoing programme of training and development for Board members.
- h) To give guidance and approval to engage external counsel to assist in labour related matters.
- i) To recommend Board fees and allowances.
- j) On any other matters as directed by the main board from time to time.

TERMS OF REFERENCE HUMAN RESOURCES COMMITTEE

3 COMPOSITION

- a) The membership of the Committee shall comprise not less than four directors of the Authority one of whom shall have a human resources or labour background. The CEO and Head of Human Resources shall be ex-officio members of the Committee.
- b) The Committee may appoint as members of the Committee persons who are not directors of the Authority.
- c) The Board shall appoint one of the Directors who is a member as Chairman of the Committee. If for any other reason the Chairman so appointed is not present at the scheduled meeting of the Committee, the members present may appoint one of their number to be Chairman of the meeting.
- d) The quorum for the transaction of the business of the Committee shall be a majority. Recommendations to the Board arising at each meeting of the Committee shall be decided by consensus, however where there is no consensus a majority vote shall suffice. Where there is a tie, the chairman shall cast the determining vote.
- e) The CEO shall act as Secretary to the Committee and shall maintain the diary of meetings of the Committee and shall keep the minutes of proceedings. The Secretary shall circulate minutes of all meetings of the Committee to the members.

4 MEETINGS

- a) The Committee shall meet not less than four times per year;
- b) The Chairman of the Committee may cause the Secretary to call for a meeting of the Committee or any member may request the chairman to call for a meeting;
- c) A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the committee (with a copy to all Board Members) in the week prior to the date of the meeting;
- d) Proceedings and meetings of the committee will be governed by the provisions of the Act and the Board Charter.

5 REPORTING

- a) The Committee Chairman shall report the results of its evaluation to the Board, including recommendations on any specific decisions or actions the Board should consider.
- b) The Committee Chairman or his nominee shall report to the Board following each meeting.
- c) The Committee shall evaluate itself at the end of each year and report the results of its evaluation to the Board.

TERMS OF REFERENCE HUMAN RESOURCES COMMITTEE

6 AUTHORITY

Subject to the Board approval and/or delegation, the Committee shall have authority to:

- a) Consider all issues and activities within its purview, and may seek external professional assistance for its purposes.
- b) Appoint expert advisors who shall be advisors to the Committee and shall not receive a standing invitation to attend meetings.

ANNEX IV

TERMS OF REFERENCE

LEGAL COMMITTEE

Version 1.0

June 19, 2014

RPAZ/TOR/LEG

Published by the
Radiation Protection Authority of Zimbabwe
June 2014



TERMS OF REFERENCE LEGAL COMMITTEE

APPROVED BY RADIATION PROTECTION BOARD

Dr. N. Ndlovu
Radiation Protection Authority
Board Chairperson

Board Directors

Mr M S Pawadyira (Deputy Chairman), Prof M M Chidzonga, Prof Z A R Gomo, Mr J Banhwa,
Mr A Makamure, Mr G Mashava, Mrs P R Shoko, Mr T Mutazu, Eng B Munyaradzi

DATE: June 19, 2014

TERMS OF REFERENCE LEGAL COMMITTEE

Terms of Reference Legal Committee Contents

1. General	5
2. Purpose.....	5
3. Composition	5
4. Role.....	6
5. Meetings.....	6
6. Reporting	7
7. Authority.....	7

TERMS OF REFERENCE LEGAL COMMITTEE

Radiation Protection Board Terms of Reference Legal Committee
RPAZ/TOR/LEG

Published by the Radiation Protection Authority of Zimbabwe

Editors: D. Keshav, R. Mpandanyama and J. Chipuru

Extracts from this document may be reproduced for individual use without permission provided the source is fully acknowledged. However, reproduction in whole or in part for purposes of resale or redistribution requires prior written permission from the Radiation Protection Authority of Zimbabwe.

TERMS OF REFERENCE LEGAL COMMITTEE

1 GENERAL

The Legal Committee is established as a Committee of the Radiation Protection Board (the Board) in terms of the *Second Schedule, Paragraph 7* of the Radiation Protection Act [15:15] (the Act). The role and responsibilities of the Committee shall be as is outlined in these terms of reference and shall be amended from time to time with the approval of the Board. The Committee is vested with powers and functions of the Board as the Board considers appropriate, however, the vesting of functions in the Committee shall not divest the Board of those functions, and the Board may amend or rescind any decision of the Committee in the exercise of its powers and functions.

2 PURPOSE

This Committee is responsible for supporting and assisting the Board in all legal issues.

3 COMPOSITION

- a) The membership of the Committee will comprise not less than four Directors of the Authority one of whom shall have a legal background. The Chief Executive Officer (CEO) and the Legal and Corporate Affairs Manager shall be ex officio members of the Committee.
- b) The Committee may appoint as members of the Committee persons who are not directors of the Authority.
- c) The Board shall appoint one of the directors who is a member as Chairman of the Committee. If for any other reason the Chairman so appointed is not present at the scheduled meeting of the Committee, the members present may appoint one of their number to be Chairman of the meeting.
- d) The quorum for the transaction of the business of the Committee shall be a majority. Recommendations to the Board arising at each meeting of the Committee shall be decided by consensus, however where there is no consensus a majority vote shall suffice. Where there is a tie, the chairman shall cast the determining vote.
- e) The CEO shall act as Secretary to the Committee and shall maintain the diary of meetings of the Committee and shall keep the minutes of proceedings. The Secretary shall circulate minutes of all meetings of the Committee to the members.

TERMS OF REFERENCE LEGAL COMMITTEE

4 ROLE

Subject to the overall supervision and direction of the Board from time to time, the Committee shall be responsible for:

- a) Legal and Compliance issues;
 - 1) To consider and recommend appointment and overseeing of external counsel;
 - 2) To consider and review major contracts to be entered into by the Authority and ensuring compliance with relevant laws;
 - 3) Identifying risk areas and reporting thereon to the Board;
 - 4) Focusing on compliance issues.
- b) Reviewing and guiding corporate strategy.
- c) Implementing and monitoring the effectiveness of the Authority's governance practices and changing them as required.
- d) Establishing and promotion of regulations and guides.
- e) Fostering cooperation with other relevant national authorities and stakeholders.
- f) Identifying the need and recommending to the Board areas of cooperation in international law.
- g) Ensuring compliance of regulatory functions with the law and relevant international standards.
- h) Overseeing the implementation of the enforcement policy.

5 MEETINGS

- a) The Committee shall meet not less than four times per year.
- b) The Chairman of the Committee may cause the Secretary to call for a meeting of the Committee or any member may request the chairman to call for a meeting.
- c) A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the committee (with a copy to all Board Members) in the week prior to the date of the meeting.
- d) Proceedings and meetings of the committee will be governed by the provisions of the second schedule of the Radiation Protection Act.
- e) The Committee shall meet at least once per year with the External and Internal auditors in the absence of Management.

TERMS OF REFERENCE LEGAL COMMITTEE

6 REPORTING

- a) The Committee Chairman shall report the results of its evaluation to the Board, including recommendations on any specific decisions or actions the Board should consider.
- b) The Committee Chairman or his nominee shall report to the Board following each meeting.
- c) The Committee shall evaluate itself at the end of each year and report the results of its evaluation to the Board.

7 AUTHORITY

Subject to the Board approval and/or delegation, the Committee shall have authority to:

- a) consider all issues and activities within its purview, and may seek external professional assistance for its purposes.
- b) appoint expert advisors who shall be advisors to the Committee and shall not receive a standing invitation to attend meetings.

ANNEX V

TERMS OF REFERENCE

TECHNICAL AND MONITORING COMMITTEE

Version 1.0

June 19, 2014

RPAZ/TOR/TM

Published by the
Radiation Protection Authority of Zimbabwe
June 2014

NN

TERMS OF REFERENCE TECHNICAL AND MONITORING COMMITTEE

APPROVED BY RADIATION PROTECTION BOARD

Dr. N. Ndlovu
Radiation Protection Authority
Board Chairperson

Board Directors

Mr M S Pawadyira (Deputy Chairman), Prof M M Chidzonga, Prof Z A R Gomo, Mr J Banhwa,
Mr A Makamure, Mr G Mashava, Mrs P R Shoko, Mr T Mutazu, Eng B Munyaradzi

DATE: June 19, 2014

TERMS OF REFERENCE TECHNICAL AND MONITORING COMMITTEE

Terms of Reference Technical and Monitoring Committee Contents

1. General	5
2. Purpose.....	5
3. Composition	5
4. Role.....	6
5. Meetings.....	6
6. Reporting	7
7. Authority.....	7

TERMS OF REFERENCE TECHNICAL AND MONITORING COMMITTEE

Radiation Protection Board Terms of Reference Technical and Monitoring Committee
RPAZ/TOR/TM

Published by the Radiation Protection Authority of Zimbabwe

Editors: D. Keshav, R. Mpandanyama and J. Chipuru

Extracts from this document may be reproduced for individual use without permission provided the source is fully acknowledged. However, reproduction in whole or in part for purposes of resale or redistribution requires prior written permission from the Radiation Protection Authority of Zimbabwe.

1 GENERAL

The Technical and Monitoring Committee is established as a Committee of the Radiation Protection Board (the Board) in terms of the *Second Schedule, Paragraph 7* of the Radiation Protection Act [15:15](the Act). The role and responsibilities of the Committee shall be as is outlined in these terms of reference and shall be amended from time to time with the approval of the Board. The Committee is vested with powers and functions of the Board as the Board considers appropriate, however, the vesting of functions in the Committee shall not divest the Board of those functions, and the Board may amend or rescind any decision of the Committee in the exercise of its powers and functions.

2 PURPOSE

This Committee is responsible for assisting the Board in relation to Radiation Protection Authority of Zimbabwe's (RPAZ) core functions.

3 COMPOSITION

- a) The membership of the Committee will comprise not less than four Directors of the Authority one of whom shall have a background on the application of nuclear and radiation technologies. The Chief Executive Officer (CEO) and the Technical Managers shall be ex officio members of the Committee.
- b) The Committee may appoint as members of the Committee persons who are not directors of the Authority.
- c) The Board shall appoint one of the directors who are members as Chairman of the Committee. If for any other reason the Chairman so appointed is not present at the scheduled meeting of the Committee, the members present may appoint one of their number to be Chairman of the meeting.
- d) The quorum for the transaction of the business of the Committee shall be a majority. Recommendations to the Board arising at each meeting of the Committee shall be decided by consensus, however where there is no consensus a majority vote shall suffice. Where there is a tie, the Chairman shall cast the determining vote.
- e) The CEO shall act as Secretary to the Committee and shall maintain the diary of meetings of the Committee and shall keep the minutes of proceedings. The Secretary shall circulate minutes of all meetings of the Committee to the members.

TERMS OF REFERENCE TECHNICAL AND MONITORING COMMITTEE

4 ROLE

Subject to the overall supervision and direction of the Board from time to time, the duties of the Committee shall be as follows:

- a) Give recommendations for policy formulation and oversight with regards to core functions (notification, authorizations, inspections, enforcement and dosimetry) and emergency preparedness and response.
- b) Strategic thinking on matters affecting the core functions of the Authority.
- c) Monitoring strategy implementation and regulatory performance.
- d) Setting performance objectives for the Authority's core functions.
- e) Monitor performance of the system of notification and authorization.
- f) Monitor the performance of the inspections and enforcement programme and dosimetry services.
- g) Oversee the implementation of Internal and External Audit recommendations pertaining to RPAZ core functions.
- h) Provide framework for policy on the development of adequate regulations and guides.
- i) Consider the adequacy of regulations and guides.
- j) Ensuring compliance of regulatory functions with the law and relevant international standards.

5 MEETINGS

- a) The Committee shall meet not less than four times per year.
- b) The Chairman of the Committee may cause the Secretary to call for a meeting of the Committee or any member may request the chairman to call for a meeting.
- c) A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the committee in the week prior to the date of the meeting.
- d) Proceedings and meetings of the committee will be governed by the provisions of the second schedule of the Act.
- e) The Committee shall meet at least once per year with the External and Internal auditors in the absence of Management.

TERMS OF REFERENCE TECHNICAL AND MONITORING COMMITTEE

6 REPORTING

- a) The Committee Chairman shall report the results of its evaluation to the Board, including recommendations on any specific decisions or actions the Board should consider.
- b) The Committee Chairman or his nominee shall report to the Board following each meeting.
- c) The Committee shall evaluate itself at the end of each year and report the results of its evaluation to the Board.

7 AUTHORITY

Subject to the Board approval and/or delegation, the Committee shall have authority to:

- a) Consider all issues and activities within its purview, and may seek external professional assistance for its purposes.
- b) Appoint expert advisors who shall be advisors to the Committee and shall not receive a standing invitation to attend meetings.