



Radiation Protection Authority Of Zimbabwe

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

RPAZ CHARTER

BOARD CHARTER



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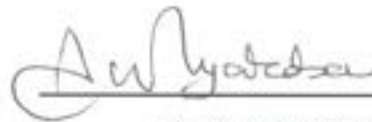
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RPAZ BOARD CHARTER

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1. INTRODUCTION

The Radiation Protection Authority of Zimbabwe (RPAZ) is a regulatory body responsible for ensuring the protection of people and the environment against the harmful effects of radiation and is established in terms of the *Radiation Protection Act [Chapter 15:15]*.

2. ROLE

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

3. BOARD MEMBERSHIP AND PROCESS

3.1 Composition

- a) 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. The qualifications for Directors are listed in section 5 of the Act.
- b) The Board will on an ongoing basis review the skills represented by Directors on the Board and determine whether they remain appropriate to achieve the Authority's strategic objectives.
All Directors will be engaged through a letter of appointment.
- c) The remuneration of the Board will be determined by the Shareholder.



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- d) All Directors will be expected to participate in 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 one (1) continuous professional development program

3.2 Shareholders

- a) The business of the Authority is managed by the Chief Executive Officer (CEO) under the direction of the Board.
- b) The Board will receive regular information regarding shareholder issues.
- c) The Chairperson and Vice Chairperson will represent the Board to the shareholder and will communicate the Board's position.

3.3 Conduct

- a) 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.
- b) 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.
- c) 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.
- d) 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.



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- e) Directors must demonstrate the ability to cooperate with other Directors to optimize the effectiveness of the Board.
- f) Directors shall endeavor to attend Board meetings in person. Members unable to attend a meeting must advise the CEO as soon as practicable.
- g) 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.

3.4 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.

3.5 Chairman and Vice Chairman

- a) The Chairman and Vice Chairman shall be appointed by the Shareholder in terms of section 5 (3) of the Act.
- b) 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.
- c) 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.
- d) 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.



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

3.6 Secretary

- a) The Chief Executive Officer shall be the Secretary to the Board and its Committees.
- b) The CEO shall in the execution of the Secretarial duties be assisted by the Company Secretary.
- c) The Company Secretary will advise the Chairman, and through the Chairman, the Board and individual Directors on all matters of governance. S/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.
- d) The Secretary's advice and services shall be available to all Directors and Board Committees.
- e) The Secretary will retain independent advisory services at the request of the Board or Board Committees.
- f) The Secretary 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.
- g) The Secretary 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.
- h) The Secretary 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.



3.7 Board Evaluation

- a) 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.
- b) 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.

3.8 The Board and its Committees

- a) The Board will establish Committees to assist the Board in exercising its authority.
- b) The permanent Committees of the Board are:
 - i. Audit Committee;
 - ii. Legal and Human Resources Committee;
 - iii. Risk Management Committee;
 - iv. Finance Committee; and
 - v. Operations Committee.
- c) Each Committee will be composed of at least three Directors whom the Chairman considers best suited to fulfil the role of each Committee.
- d) Committees will have access to sufficient resources to carry out their activities effectively.
- e) 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.
- f) 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



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time, delegate to the Committees as appropriate its authority to act on its behalf in the implementation of Board decisions.

- g) The Board shall establish a Nominations Committee which shall be comprised of Chairpersons of Board Committees as well as the Chairperson of the Board and Chaired by the Chairperson of the Committee responsible for Human Resources.

3.9 Meetings

The Radiation Protection Act [Cap 15:15] and the Public Entities Corporate Governance Act [Cap 10:31] governs the conduct of the meetings of the Board.

- a) A majority of members shall form a quorum at a meeting of the Board.
- b) 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.
- c) 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.

4. RELATIONSHIP: BOARD AND CHIEF EXECUTIVE OFFICER

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.



4.1 Powers of the Board

The Board has reserved for its sole discretion the following:

- a) The drafting and adoption of the Authority's strategic plan;
- b) The appointment of the CEO.
- c) The disciplinary issues for the CEO.
- d) The approval of the annual operating budget, and monitoring performance against budget;
- e) The approval of interim and final financial statements;
- f) The approval of all policies of RPAZ
- g) Approval of Risk Management framework controls of the Authority to ensure the appropriate compliance procedures are in place;
- h) the purchase of buildings, motor vehicles, technical equipment , investments in high risk assets and any transactions above USD \$100 000.00
- i) New issues of long-term debt;
- j) Appointment of External Auditors, Legal Counsel and Bankers of the Authority;and
- k) Remuneration of the CEO, Management and staff

4.3 Accountability and Monitoring

- a) The CEO is accountable to the Board for the authority that is delegated to him, and the performance of RPAZ.
- b) The Board and its Committees shall monitor the implementation of the strategic plan by the CEO.
- c) 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.

The Board and its Committees will determine the information required.



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- d) The CEO (and his or her nominees) will supply the Board and its Committees with full 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 towards achieving RPAZ's strategic objectives.
- e) 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.
- f) 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.

4.4 Reward and evaluation

- a) 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.
- b) 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.

5. REVIEW OF CHARTER

This Board Charter shall be, reviewed once in two years or when the need arises.

