



BOARD CHARTER

REVIEWED -2025

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EXECUTIVE SUMMARY

The Board is ultimately accountable for the Council's ability to deliver its mandate ensuring that it continues to operate responsibly, ethically and sustainably. The Board has a responsibility to ensure the interests of citizens and their road safety are represented and safeguarded and that these interests are balanced against those of the line ministries. The Board operates in terms of a **Board Charter**, which defines its functions and responsibilities.

The key responsibilities of the Board in terms of the charter are to:

PILLAR	KEY RESPONSIBILITIES
Sustainability	Set and steer strategic direction and culture of Traffic Safety Council of Zimbabwe (TSCZ)
Transparency/Fairness	Ensure there is an effective and competent management team in place, as well as adequate succession planning for this team
Transparency Accountability	Review operational performance and ensure accountability
Independence/Control environment	Facilitate an effective governance environment and risk management Framework
Accountability/Fairness	Manage key stakeholder relationships
Sustainability	Ensure that the Council complies with its regulatory and statutory obligations

BOARD COMMITTEES

The three (3) committees of the Board assist the Board in discharging its duties and responsibilities. Each committee's mandate is included in its Terms of Reference and it ensures that the governance domains are effectively reviewed and monitored. The Board reviews the mandate and terms of reference of each committee annually to ensure effective coverage of, and control over, the operations of TSCZ.

The Board committees are chaired by non-executive directors (supported by the Council Secretary) and are constituted of a minimum of five (5) members and a maximum of 9 members with the necessary combination of knowledge, skills, experience and capacity. The committees report to the Board through their respective chairpersons.

All Board committees are free to take independent professional advice, as and when necessary. The Board and its committees also have unrestricted access to all Council

information, records, documents and property and meet with members of the executive and senior management on a need to basis.

For the better exercise of its functions, the Board shall establish Committees vested with such powers (not exceeding its own) as the Board may determine, from time to time.

- a) The Board Committees shall have formal Terms of Reference which define its roles and functions and Committee's scope and reporting procedures.
- b) Committees shall be appropriately constituted, considering the objectives of the Council. The composition of Board Committees should be disclosed in the integrated annual report.
- c) Board Committees shall comprise members of the Board and Senior Staff members. External parties, such as paid advisers, may be present at committee meetings by invitation.

Board Committees' Composition Guidelines

- a) The Chairperson shall not be a member of the Audit Committee.
- b) The Chairperson shall not Chair the Finance and Human Resources Committee but may be a member of the Committee.
- c) The Board Committees should be chaired by an independent Non-Executive Director.

LEADERSHIP ROLES

The responsibilities of the Board Chairman and Managing Director are clearly defined and separated, as set out in our Board Charter. While the Board may delegate authority to the Managing Director, the separation of responsibilities is designed to ensure that no single person or group has unrestricted powers and that appropriate balances of power and authority exist on the Board.

Chairman	The independent Chairman is responsible for leading the Board and ensuring the integrity and effectiveness of the Board and its committees. The Chairman is also responsible for leading the Board's challenge of senior management, monitoring the performance of the Council's businesses, and establishing and maintaining an effective system of governance and controls over the TSCZ's activities.
Managing Director	The Managing Director (MD), is responsible for the execution of the strategy approved by the Board and the effective management and running of the TSCZ's operations. The MD is accountable to and reports to the Board, and in terms of best practice, is not a member of the committees. The MD chairs the executive committee, leads and motivates the management team in the execution of the Council's strategy, and ensures that the Board receives timely, accurate and clear reports and research concerning public road safety.
Council Secretary	The Council Secretary shall provide professional and independent guidance to the Board on corporate governance and the Board's legal duties. He/she supports and coordinates the functioning of the Board and its committees. The

Council Secretary has unfettered access to the Board, is not a Board member and maintains an arms-length relationship with the Board and its members. The Council Secretary reports to the Board via the Chairman on all statutory duties and functions performed in connection with the Board.

1. Introduction and Purpose.

- 1.1.1. Traffic Safety Council of Zimbabwe (hereinafter referred to as TSCZ/ the Council) is established in terms of the Traffic Council Act [Chapter 13:17] which is capable of performing all acts that corporate bodies may by law perform.
- 1.1.2. TSCZ Board of directors (the Board) is ultimately responsible for the effective governance and overall success of the TSCZ and its role is to provide exemplary leadership for the Council within a framework of prudent and effective controls which enables risks to be assessed and managed. The Board oversees the operations of the Council and ensures compliance with all statutory and regulatory requirements including the Traffic Council Act), the Companies and other Business Entities Act (Chapter 24:31), (Companies Act), the Public Entities Corporate Governance Act (Chapter 10:31) ZIMCODE 2015, and the Public Finance Management Act [Chapter 22:19].
- 1.1.3. The Board confirms its commitment to achieving high standards of corporate governance within the Council. This includes commitment to compliance with the Zimbabwe National Code on Corporate Governance, 2015 (Zimcode), to the extent applicable. The Council discloses in its annual report how it applies the principles and recommendations encompassed in the Zimcode.
- 1.1.4. Consequently, the Board's conduct, roles and responsibilities shall be guided by the Board Charter as outlined below to ensure that TSCZ is properly structured and effectively administered to execute and fulfil its mandate. The Board has drawn up this Charter in terms of the provisions of the Public Entities Corporate Governance Act [Chapter 10:31].

1.2. Purpose of the Board Charter

This Charter is intended to provide a concise overview of:

- 1.2.1. The demarcation of roles, functions, responsibilities, and powers of the Non-Executive Directors.
- 1.2.2. Powers delegated to various Board Committees of the Council and their Terms of Reference.
- 1.2.3. Matters reserved for final decision-making or pre-approval by the Board.
- 1.2.4. The policies and practices of the Board in respect of matters of corporate governance, declarations and conflicts of interest, Board meetings, induction, training, and evaluation of Non-Executive Directors.
- 1.2.5. Identify and affirm the manner the role, powers and responsibilities of the Board and its various committees will be exercised and discharged, having regard to principles of good

- corporate governance, international best practice and Sub-Part D & sub-Part E of Chapter 24:31¹ and any other applicable laws and regulatory provisions;
- 1.2.6. Ensure that good corporate governance is maintained throughout the Council in line with the requirements of the Zimcode and the principles of good corporate practice;²
- 1.2.7. Set out the internal governance practices and procedures to support its work in a manner that promotes efficient, objective and independent judgement and decision- making.
- 1.2.8. This Board Charter shall constitute and form an integral part of each Board member's appointment letter (in respect of that member's appointment to the Board).

2. Board Structure and Composition

- 2.1.1. The Board shall be appointed in terms of Section 11 of the Public Entities Corporate Governance Act [Chapter 10:31]. No person shall be appointed as a member of the Board of the Council for a term longer than four years, and the appointment may be renewed for only one further such term.
- 2.1.2. Directors shall be appointed and removed by the line ministries, Ministry of Transport and Ministry of energy and/or the Board of TSCZ (as applicable) in accordance with the applicable provisions of the Act.
- 2.1.3. Only individuals with sound ethical reputations or professional acumen and who have sufficient time to effectively fulfil their role as Board member, will be considered for appointment to the Board. Individuals with material enduring conflicts of interest with the Council that cannot be reasonably managed by the normal methods of declaration of interests and temporary recusal from meetings will not be considered for appointment.
- 2.1.4. Examine annually its size and composition, with a view to facilitating effective decision making.

2.2.The Board shall comprise:

- 2.2.1. A balance of non-executive and executive directors, of whom the majority shall be independent non-executive directors as contemplated in Section 206 of the Companies Act; PECCG Act Part III: 86-87
- 2.2.2. An appropriate number and mix of individuals to provide the necessary breadth and depth of knowledge, skills, experience, diversity and independence to objectively and efficiently meet the Board's responsibilities and objectives and to ensure that there is an adequate overall spread and level of knowledge, skills, experience, and diversity at Board level, which is commensurate with the nature, scale and complexity of the operations and risks of the Traffic Safety Council.
- 2.2.3. The composition of the Board shall seek to address gender and regional/ethnic diversity and other applicable legislation and regulatory requirements.

¹ Companies and other Business Entities Act (Chapter 24:31)

² ZIMCODE Chapter 3 & King IV, principle 6.

- 2.2.4. The Board should have a minimum of two executive directors, being the Managing Director (MD) and the Finance Director (FD), to ensure that the Board has more than one point of direct interaction with management.
- 2.2.5. The Board is the ultimate decision-making body of the Council, except in respect of matters reserved for shareholders.

2.3. APPOINTMENT AND TENURE

- 2.3.1.** All Board Members shall be appointed by the Line Minister through a formal, robust and transparent process.
- 2.3.2.** All Board Members are appointed for a period of four (4) years, renewable for only one further such term.
- 2.3.3.** The MD shall be appointed for a period of five (5) years, renewable for only one further such term.
- 2.3.4.** Any Board member shall vacate office for any good cause shown following due process.
- 2.3.5.** Board members shall not serve on more than two (2) boards of public entities at the same time and this threshold to be exceeded only to the extent permitted by law and even then for good cause.
- 2.3.6.** A Director should not be appointed as Chairperson of more than two (2) boards of public entities, and should this threshold be exceeded, then the Director concerned should give good and sufficient reasons for that which demonstrates ability, availability and capacity to discharge their roles, functions and duties in ways which best serve the interests of TSCZ.
- 2.3.7.** On appointment to the Board, Directors shall:
 - 2.3.7.1.** Receive a formal letter of appointment setting out clearly what is expected of them in terms of their roles and responsibilities, time commitment, Committee service, involvement outside Board meetings and the remuneration payable with this Board Charter being attached to all letters of appointment and being specifically incorporated by reference.
 - 2.3.7.2.** Declare their assets and net worth which include all movable property owned or leased, any movable property exceeding one hundred thousand dollars (\$100 000), any business in which the Director has an interest.
 - 2.3.7.3.** Attend an induction programme aimed at an understanding of TSCZ and its operating environment shall be conducted for all newly appointed Directors. The programme should meet the specific needs of both TSCZ and the individual and should enable any new Director to make the maximum contribution as quickly as possible.

2.4. CHARACTERISTICS OF THE BOARD

- 2.4.1.** The following characteristics and traits outline the framework for the conduct of Board of Directors:
 - 2.4.1.1. Conduct and Accountability:** Board members must demonstrate high ethical standards and conduct in their personal and professional lives and be accountable for their decisions in their capacity as Board members.
 - 2.4.1.2. Judgment:** Board members must demonstrate capacity to provide sound advice on a broad range of, financial, social, industry and community issues.

- 2.4.1.3. Financial Literacy:** Board members must demonstrate a sound level of financial literacy including the ability to understand financial statements to evaluate the financial health and performance of TSCZ.
- 2.4.1.4. Teamwork:** Board members must demonstrate the ability to cooperate with the other Board members to optimize the effectiveness of the Board.
- 2.4.1.5. Communication:** Board members must demonstrate willingness to listen as well as to communicate their opinions openly and in a respectful manner.
- 2.4.1.6. Experience:** Board members must demonstrate a high level of achievement in their personal and professional lives that reflects high standards of personal and professional conduct.
- 2.4.1.7. Knowledge of the provisions** of the Traffic Safety Act and Corporate Governance Frameworks:
- 2.4.1.8.** It shall be the duty of each and every Board member to ensure that they familiarize themselves with the requirements of the Public Finance Management Act, Public Procurement and Disposal of Public Assets Act, PECG Act, ZimCode, and other regulatory instruments affecting TSCZ.
- 2.4.1.8.1.** Every Board member shall adhere to and implement the principles of sound corporate governance policies, procedures and practices.

3. Role and Responsibilities of The Board

- 3.1.1. The Board shall have the roles and responsibilities set out below (in addition to other roles and responsibilities set out elsewhere in this Board Charter).
- 3.1.2. The Board shall appreciate TSCZ 's core purpose, its operating environment, its strategy and business model as well as the laws, codes and standards applicable to TSCZ as key elements for value creation.
- 3.1.3. Act as custodians of the Shareholder's interest and maintaining Shareholder's value through sound corporate governance principles.
- 3.1.4. The Board shall guide Management to formulate TSCZ 's strategic plan and the Board shall approve the strategic plan.
- 3.1.5. The Board shall establish key performance indicators to enable it to measure Management's performance and the progress of the Council in attaining set goals, objectives, and targets as defined by the strategy achieved through efficient and economic use of resources.
- 3.1.6. The Board will annually review the strategic plan of the Council and a projected proposal for the ensuing financial year and recommend for approval by the Shareholder the annual budget. It will also monitor quarterly Management's performance against agreed performance measures and targets complemented by an appropriate reward system to attract and retain talent.
- 3.1.7. The Board shall have an oversight role of risk management and regularly review and assess the effectiveness of the Council's risk management policy.

- 3.1.8. Ensure that TSCZ brand is communicated as a responsible corporate citizen by taking account of the impact that business operations have on the environment and the society within which it operates.
- 3.1.9. The Board shall oversee the Council's values and ethics and shall ensure that a Code of Conduct governing the conduct of employees within the workplace is in place; the Code of Conduct shall encompass the Council's interaction with both external and internal stakeholders and addresses key ethical risks of the Council.
- 3.1.10. The Board shall ensure that technology and systems used in TSCZ are adequate to run the Council's business operations and achieving its strategic objectives.
- 3.1.11. The Board shall ensure that the Council complies with all relevant laws, regulations, codes, and frameworks in its day-to-day operations.
- 3.1.12. As part of its oversight role, the Board shall remain alert to the viability of the Council regarding its solvency and liquidity and its status as a going concern and that the accounting and financial reporting systems are sound.
- 3.1.13. The Board shall adopt a stakeholder inclusive approach that balances the needs and interests of material stakeholders in the best interest of the Council.³
- 3.1.14. The Board shall ensure that the Council has an effective internal control environment that ensures integrity of information used for internal decision making by Management.
- 3.1.15. Implement structures and procedures that ensure that the Board of Directors can function independently of management and, where the Chairman of the Board of Director's relationship with the Council could, in the view of the Council's Board Of Directors, reasonably interfere with the exercise of such chair's independent judgement, appoint as chair of the Board an independent director for that Meeting or appoint an independent director to act as "lead director" to ensure that the Board's agenda will enable it to successfully carry out its duties.
- 3.1.16. Establish and review annually corporate communication policies with respect to the following:
 - a. how the Council interacts with analysts, investors, other key stakeholders and the public; measures for the Council to comply with its continuous and timely disclosure obligations and to avoid selective disclosure.

3.2. Duties of Directors

- 3.2.1. Directors have legal duties of good faith, loyalty, care, skill, and diligence in the discharge of their functions.
- 3.2.2. The duty of good faith and loyalty requires that Directors should honestly always apply their minds and act in the best interests of the Council; ensure that there is no conflict between their interests and those of the Council, and that they are loyal to the Council and its business.
- 3.2.3. The duty of care requires that Directors should act as good stewards of the Council's assets and apply their minds honestly in making decisions concerning the Council as well as ensure that Management achieve the maximum sustainable long-term return on investment.

³ PECG Act Chapter 1:119,
PECG Act Chapter 3:56
Zimcode Chapter 3: 120-121

- 3.2.4. The duty of diligence requires that Directors should understand the information given to them and come to all meetings fully prepared and informed about the issues subject to discussion. In this regard Directors must study and understand issues prior to attending meetings.
- 3.2.5. For each member of the Board of Directors, act as representatives of the Council in:
- a. enhancing the organization's public image, firm reputation and credibility,
 - b. providing contacts/network to the Council,
 - d) being loyal to the Council,
 - e) supporting the decisions of the majority the Board of Directors, and
 - f) identifying, evaluating and carrying out profitable business opportunity for the Council, as well as providing the Council with information on the market in which it operates.
- 3.2.6. Each Director shall ensure that he/she: -
- a) Has time and commitment to the Council by attending a minimum of seventy-five per cent of Board and Board Committee meetings, Annual General Meetings, and stakeholder meetings.
 - b) Is knowledgeable about the Council's financial, social, and political environment in which TSCZ operates.
 - c) can make informed and independent decisions.
- 3.2.7. Perform and carry out any other duties assigned to the Board of Directors pursuant to and statutes of Council, by-laws, governing law and other applicable statutes, regulations, rules and norms as amended from time to time.

3.3. Chairperson

- 3.3.1. The Line Minister shall appoint the Chairperson of the Board and the Deputy Chairperson of the Board. The Chairperson of the Board or, in his absence, the Deputy Chairperson, shall preside at all meetings of the Board: provided that, if the Chairperson and Deputy Chairperson are both absent from any meeting of the Board, the members present may elect one of their number to preside at that Meeting as Chairperson.

3.4. Role of the Chairperson

- 3.4.1. The Chairperson shall have the following duties: -
- a) Be spokesperson of the Board and provide overall leadership to the Board without adversely affecting the collective responsibility of the Board and individual duties of its members.
 - b) Formulate together with the Managing Director and Corporate Secretary the annual work plan of the Board based on the agreed objectives and play an active part in setting the agenda of Board meetings.
 - c) ensuring that all the Board members are fully involved and informed of any business issues on which a decision must be taken or has been taken and that the Board receives information that is satisfactory to form sufficient basis for the Board's decision-making process.
 - d) Ensuring the integrity and effectiveness of the Board and its Committees.
 - e) Exercising independent judgment, acting objectively, and ensuring that relevant matters are placed on the agenda and prioritised properly.

- f) ensuring that the performance of the Managing Director is appraised on an annual or other more frequent basis as the Council's circumstances may demand, by the Finance and Human Resources Committee of the Board.
- g) presiding at Board meetings and ensuring that the time devoted to the meetings is used productively.
- h) ensure that good relations are maintained with the Council's shareholder and major stakeholders and being receptive to shareholders' views and communicating them to members of the Board.
- i) adopt measures for receiving feedback from security holders.
- j) ensuring that all the Board members fully understand the nature and extent of their responsibilities and duties through a tailor-made induction programme buttressed by a formal programme of continuing professional education; and
- k) ensuring that decisions made by the Board are executed timeously and effectively.

3.5. Role of Managing Director

3.5.1. The Managing Director plays a critical and strategic role in the operations and success of the Council's business and shall: -

- a) Be responsible for leading the implementation and execution of approved strategy and operational plans to achieve the Council's financial and strategic objectives and ensure that the day-to-day business affairs of the Council are appropriately managed.
- b) Develop and recommend to the Board yearly budget that support the Council's strategy and ensure that the short and long-term strategy and vision of the Council is achieved in a sustainable manner.
- c) Ensure that a positive and ethical work climate is maintained which is conducive to attracting, retaining, and motivating employees at all levels in the Council.
- d) Foster a corporate culture that promotes sustainable ethical practices, encourages individual integrity, and fulfils social responsibility objectives and imperatives.
- e) Ensuring proper succession planning and performance appraisals of the Council.
- f) Serve as the Council's chief representative.
- g) Recommend to the Board for its approval an organizational structure appropriate to the achievement of the Council's strategies; and
- h) Ensure that appropriate policies are formulated and implemented to guide activities.
- i) Discloses other professional commitments including membership of Boards outside the Council. Time constraints and potential conflicts of interest should be considered and balanced against the opportunity for professional development.
- j) Ensuring all material matters affecting Traffic Safety Council of Zimbabwe are brought to the Board's attention.
- k) All communication with the media on operational issues.

3.6. Corporate Secretary

3.6.1. The Board shall appoint a competent and objective independent Corporate Secretary who thrives to achieve the realisation of good corporate governance principles.

3.6.2. The Corporate Secretary shall: -

- a) ensure that Board procedures are followed and reviewed regularly and that applicable rules and regulations for the conduct of the affairs of the Board are complied with.
- b) be responsible for proper compilation and timely circulation of Board packs.

- c) 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 of their particulars.
- d) ensure that minutes of Board and Board Committee meetings are properly recorded and circulated to the directors in a timely manner, after the approval of the Chairperson of the Board or the relevant Board Committee Chairperson.
- e) ensures that Board resolutions are implemented timely and effectively and that appropriate feedback on specific agenda items and matters arising from Board meetings are obtained.
- f) assist the Chairpersons of the Board and Board Committees in developing an Annual Board Plan and other strategic issues of an administrative nature that affect the Board.
- g) provide a central source of advice to the Board and within the Council on matters of good corporate governance, law and any developments or changes thereto; and
- h) have a pivotal role to play in terms of Corporate Governance in the Council, advice issues and guidance to Directors individually and collectively on their duties and responsibilities.
- i) co-ordinate and organise the induction of new Directors, and together with the Chairperson of the Board, develop mechanisms for providing continuous education and training for Board members to improve and maintain the effectiveness of the Board.

4. Reserved Powers of The Board

For clarity, it is specifically noted that as a general principle, all strategic and policy decisions are reserved for the Board and may not be delegated and, in particular (without limitation), the following matters are reserved for the Board.

4.1. Strategy

- 4.1.1. The approval of the Council's medium and long-term direction and strategy and the approval of any material changes to the strategy, whilst evaluating all key assumptions and business indicators on which the Council's strategic objectives and policies are based.
- 4.1.2. Any material changes to the businesses carried on by the Council.
- 4.1.3. The approval of the Council's annual business plans and budget.
- 4.1.4. Approval of any acquisition or disposal of assets, which are categorized as a notifiable transaction.
- 4.1.5. Any other matter as determined from time to time by the Board, including but not limited to matters that could or are likely to have a material effect on the Council's financial position, future strategy or reputation.

4.2. Financial Matters

- 4.2.1. Approval of significant changes to the accounting policies or practices of the Council on recommendation of the Audit Committee.

- 4.2.2. Approval of annual financial statements and interim reports and annual reports of the Council, after review thereof by the Audit Committee.
- 4.2.3. The approval of any changes to the residence or tax status of TSCZ.
- 4.2.4. Annually reviewing, approving and implementing the Council's Delegation of Authority Framework and the TSCZ expenditure limits.

4.3. Risk

- 4.3.1. Exercise risk oversight aimed at ensuring that risks are monitored and managed by the Council.
- 4.3.2. Review, at a minimum at least annually, the Council's risk strategy document. Approve the Council's risk strategy and risk appetite.
- 4.3.3. Approve the principles for the proportional implementation of risk policies applicable to TSCZ and minimum standard requirements for the risk management processes, methodologies and tools of TSCZ, taking into account the nature, scale and complexity of the respective TSCZ and their respective operations, the level of risk posed to the Council and applicable regulatory requirements.
- 4.3.4. Receive and review regular reports on the nature and extent of risks to TSCZ's operations (including, inter alia, strategic, financial, legal, conduct and operational risks), the occurrence of risk events (including, inter alia, market conduct and operational risk events (such as control breaks)), the potential impact of new or emerging risks and trends (including, inter alia, the status of any litigation) and the adequacy and effectiveness of related controls and/or mitigating management actions.
- 4.3.5. The Board will ensure that the Council has in place effective systems for risk management and internal control to address key risks and is required to obtain input and assurance from the heads of the Council's risk management and compliance functions regarding the operations, efficiency and effectiveness of the components of the systems for risk management and internal controls relevant to their respective areas of responsibility.
- 4.3.6. The Board will establish and maintain an enterprise risk management framework to, inter alia, enable the identification of intra-Council transactions, public risk and concentration and contagion risks across the Council. TSCZ is responsible for ensuring that its subsidiaries engage in an ongoing dialogue to appropriately monitor and, where appropriate, reduce risks when undue concentration / contagion risks are identified.

4.4. Regulatory Compliance

- 4.4.1. Monitor and oversee the appropriateness of regulatory compliance, processes and reporting, via the Audit Committee and protecting the Council's reputation.
- 4.4.2. Approve the TSCZ regulatory compliance strategy, obtain assurance that regulatory compliance requirements are implemented in TSCZ's business, approve the annual high-level Regulatory Compliance plan setting out compliance monitoring activities to be conducted, understand how they will be resourced and be satisfied that those resources will be adequate.

- 4.4.3. Receive and review regular reports on the nature and extent of all material regulatory compliance risks to TSCZ 's operations, the potential impact of new or emerging laws and regulations, the occurrence of any regulatory non-compliance related risk events (including compliance-related control breaks and any regulatory enforcement actions) and the adequacy and effectiveness of related processes, controls and/or mitigating actions.

4.5. Statutory & Administrative

- 4.5.1. The calling of general meetings.

4.6. Human Resource Matters

- 4.6.1. The Board shall appoint and may terminate the services of the MD and should establish a framework for the delegation of authority to the MD, which promotes independent judgement, assists with balance of power and the effective discharge of the Board's duties.
- 4.6.2. The approval of appointments to the Board and the renewal of non-executive directors' appointments and the recommendation of any such appointments to the line ministries for approval at the next annual general meeting of the Council.
- 4.6.3. The MD recommends to the board the appointment of the Finance Executive. and is able to dismiss them following due process.
- 4.6.4. Ensuring the adequacy of succession plans for directors, as well as executive members, including the MD, Chief Risk Officer/ the Chief Internal Audit executive.
- 4.6.5. Reviewing the appointment and, where necessary, the removal of directors, and considering advice from the Finance and Human Resources Committee in determining the appropriate levels of executive remuneration within TSCZ.
- 4.6.6. The Finance and Human Resources Committee to set materiality levels at the beginning of every year on the Council's Remuneration Policy.

4.7. Transactions

- 4.7.1. The approval of any matter where the relevant value or potential impact may be in excess of the limit as set out in the Authority Framework, other than where separate levels of authority have been delegated by specific resolution of the Board.
- 4.7.2. The approval of any material changes to the Council's corporate structure.

5. ⁴ Board Evaluation

- 5.1.1. The Board led by the Chairperson or an independent service provider, will undertake a formal annual evaluation of its own performance, its committees and individual Directors and consider changes to improve the effectiveness of the Board and its Committees.

⁴ PECG Act Chapter 111: 234

- 5.1.2. The Chairperson should ensure that Directors know that they will be subject to review, know the criteria used for evaluation, and know the procedures that will be followed. An evaluation questionnaire should be distributed in time for Directors to complete prior to evaluation meeting.
- 5.1.3. Evaluation results should be reviewed by the full Board. The action plan arising out of the evaluation should be reported and discussed and a consolidated summary of the whole process should be reported to the full Board.
- 5.1.4. Each of the Board's committees will be independently evaluated as required by legislation and/or best practice governance, and actions from the evaluation should be agreed with implementation tracked and reported to the Board.
- 5.1.5. The Board will, as a collective, be evaluated at least every year.
- 5.1.6. An independent service provider, will evaluate the performance of the Chairperson annually and provide a report to the Board confirming the outcome of the evaluation, with a formal process to address any matters for consideration. The Chairperson's evaluation will be benchmarked against his role and functions.
- 5.1.7. The performance of individual directors will normally be evaluated every year, including at each point in time when they are due to retire by rotation and they offer themselves for re- appointment. The board shall agree to have a board evaluation periodically. (Every year or every second year). The chairperson must make sure a board evaluation and director individual evaluation take place as agreed. The Council secretary shall work in liaison with the board chair to outsource a consultant.

6. ⁵ Director Development

- 6.1.1. New directors will be required to undergo a formal induction and orientation programme which will be approved by the Chairperson and facilitated by the Council Secretary. The programme should meet the specific needs of both the Council and the individual. The aim is to deepen their understanding of the Council, its operations, and its mandate in ensuring road safety of citizens so that any new director may make the maximum contribution as soon as they are appointed. (PECG ACT Chapter 3:182) Zimcode Chapter 3:183
- 6.1.2. Directors are required to keep abreast with changes and trends in pertaining to road safety issues as well as the statutory instruments that guide the council.
- 6.1.3. Ongoing training will be provided to directors as and when appropriate.

7. Independent Advice

- 7.1.1. The Council's Board can take independent professional advice on matters pertaining to their roles and responsibilities as Directors of TSCZ. (Zimcode Chapter 3: 60)
- 7.1.2. TSCZ shall pay the costs incurred by the Board in doing so, provided that before seeking independent advice, the Board discusses the requirements for the advice at a

full Board meeting or in urgent cases, with the Chairperson and gets the Chairperson's approval.

- 7.1.3. The director submits a written request to the Chairman for such advice setting out the reasons why it is required and also notifies the Board of his or her wish to seek advice.
- 7.1.4. The director provides the Chairman with a copy of any letter of instructions to the relevant legal firm prior to that letter being issued.
- 7.1.5. The legal firm's advice, together with a copy of the letter of instructions, will be made available for inspection to the board.
- 7.1.6. The Board has reasonable unrestricted access to senior management as well as all Council information (including in relation to management of the Council) required to enable it to monitor progress and to evaluate the performance of the Council, and must treat all such information as confidential.

8. Transaction Of Business of An Urgent Nature

If it is not practicable to hold a meeting of the Board for the transaction of business of an urgent nature, the Chairperson, after consulting such with the other members as are available in the circumstances, may deal with the issue himself and, if it is practical thereafter, shall give to the Board full details of the nature and extent of the urgent matter, the circumstances in which the urgency arose and the action taken by him.

9. Vacation of Office

A member shall vacate his/her office and his/her office shall become vacant from the date on which;

- 9.1.1. The period for which he or she has been appointed expires; or
- 9.1.2. He or she gives notice to the Board of his or her intention to resign or after such period; or
- 9.1.3. He or she has been guilty of conduct inconsistent with his or her membership of the Council; or
- 9.1.4. He or she has become disqualified for appointment to the Board; or
- 9.1.5. Where he or she was appointed to the Board by virtue of having a particular qualification, he or she ceased to have that qualification; or
- 9.1.6. He or she has failed to comply with his or her conditions of service or with the provisions of his or her performance contract; or
- 9.1.7. He or she has been absent, without just cause and without leave of the Board or its Chairperson, from three (3) or more consecutive meetings of the Board. (PECG Chapter 2: 16)⁶.

⁶ PECG Chapter 2: 16

10. Board Meeting Process

10.1. Quorum

10.1.1. The Board may meet without a quorum for ninety (90) days after the number of members appointed cease to constitute a quorum of the Board and such decisions will cease to have effect if not ratified by a meeting which a quorum is present after the expiry of the ninety (90) days. (PECG Act Chapter VII: 33). The quorum of every Board meeting shall be 4 non-executive members

10.2. Meetings of the Board

10.2.1. The Board shall meet at least four (4) times in each financial year or as provided for in terms of the Public Entities Corporate Governance Act [*Chapter 10:31*].

10.2.2. Anything authorized or required to be done by the Board may be decided by a majority vote at any meeting of the Board at which a quorum is present.

10.2.3. At all meetings of the Board each member present shall have one vote on any question before the Board and, in the event of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to a deliberative vote.

10.2.4. Any proposal circulated among all members and agreed to in writing by a majority of them shall have the same effect as a resolution passed by a duly constituted meeting of the Board and shall be incorporated into the minutes of the next succeeding meeting of the Board.

10.2.5. All round robin resolutions should be tabled at the next Board meeting for noting.

10.2.1. Directors should ordinarily receive Board papers⁷ and related material not later than five (5) working days prior to the relevant meeting.

10.2.2. Minutes of the meetings of the Board of Directors and resolutions of Directors must be prepared by the Secretary within two (2) weeks as required, approved by the Chairperson, and circulated to all members of the Board of Directors.

10.2.3. The Managing Director shall ensure that a copy of every resolution of the Board, signed by the Chairperson of the meeting, is sent to the line minister and the Corporate Governance Unit without delay after it has been adopted.

10.2.4. At least once a year, the Board shall convene an annual general meeting in terms of Section 33 of the Public Entities Corporate Governance Act and invite the persons specified therein.

10.2.5. Board members may meet by other electronic means that permit them to communicate adequately with each other, provided that each director has equal access to the specific means of communication to be used.

10.2.6. A member of the Board may attend a meeting via interactive telephone, Internet, satellite audio, or video conferencing or any other technology that enables all participants to be clearly audible to one another.

10.2.7. Remote participation shall be allowed for the following reasons:

- (a) epidemic; or
- (b) emergency; or

⁷ . (PECG Act Chapter VII: 33)

(c) geographic distance

10.2.8. A member attending remotely must participate in the entire discussion item prior to voting on an issue and must state for the record that he or she is alone and cannot be overheard.

10.2.9. Board members who are unable to attend Board meetings shall inform the Chairperson or Secretary at an early date.

10.2.10. Board members should participate fully and constructively in discussions and other activities and contribute by sharing their knowledge, skills and abilities.

10.2.11. An invitation to attend the meeting may be extended to executive management.

11. Board Committees and Delegation

11.1.1. To manage its workload, the Board may establish committees with the specific objective of evaluating key areas of its mandate on a more detailed basis and to report to the Board regularly on material issues that might arise. It is explicitly understood that delegation of responsibilities to committees does not relieve the Board of its duties as set out in law and the Board remains accountable for decisions made under delegation. Anything done or omitted to be done under a delegation is deemed to have been done or omitted by the Board. (Zimcode Chapter 3: 93) PECG Act Part III:92.

11.1.2. The following committees have been established by the Board:

1. Audit Committee,
2. Finance Committee,
3. Human Resources Committee
4. Risk Management Committee
5. Corporate Development and Stakeholder Engagement Committee
6. Legal, Governance and Integrity Committee
7. Operations Committee

11.1.3. The chairperson of each committee will report on the work of the committee and the issues which it has discussed at every Board meeting. These reports will be oral, but will be where necessary, supported by appropriate documentation ⁸which will be prepared by management or the Secretary.

11.1.4. Authority will be delegated to each Board committee established by the Board in terms of a formal terms of reference to be approved for each committee by the Board and reviewed at least every second year.

11.1.5. The Board will, with the assistance of the Human Resources Committee, appropriately constitute Board committees with due regard to the skills required by each committee, to ensure that each committee, as a whole, has the necessary knowledge, skills, experience and capacity to execute its duties effectively, in order to comply with the requirements of all laws and regulations applicable to the Council.

⁸ PECG Act Part III:92

11.1.6. The Board may delegate authority to management but, in doing so, the Board and its directors do not abdicate their duties and responsibilities. In delegating authority, the Board should establish benchmarks and performance indicators to hold management accountable for decisions and actions delegated to them.

11.1.7. The Board will establish a framework for the delegation of authority to management.

12. Board Work Plan

An annual work plan will be prepared for the Board and a list of issues which needs to be considered by the Board annually will be tabled at the first Board meeting of each year. The agenda for discussion of these issues will be spread over the meetings of the year so that each of these issues are addressed at least once a year. The work plan will be formulated by the Chairperson, in consultation with the MD and Secretary.

13. Disclosure and Conflict of Interests

13.1.1. All Board Members and senior staff members shall abide by provisions Section 34 of the Public Entities Corporate Governance Act which provides for conflicts of interest.

13.1.2. A Member shall not allow direct or indirect professional relationships to affect in any way the conduct of his/her activities for TSCZ.

13.1.3. Where a Member of the Board of Directors, using his/her best judgement, concludes that he/she may have a conflict of interest regarding a decision taken by the Board of Directors, he/she shall immediately declare so to the Chairperson of the Board of Directors. (Zimcode Chapter 5:293)

13.1.4. Directors are obliged to disclose their direct or indirect interests in writing in:

- a) Any other Council, partnership, trust, or legal Council; or
- b) Any contract or proposed contract which is of significance to the operations of the Council and which is entered into or to be entered into by any Director on behalf of another Council he/she has interest in.

13.1.5. Directors who have an interest in a transaction to which TSCZ is an actual or potential party are required to disclose their interest to the Board. This interest can arise from:

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- a) being the other party to the contract; or
- b) acting as a representative of the other party; or
- c) owning stock or serving as a director or officer of the other party; or
- d) being a financier of the other party or having close relatives who are any of the above.

13.1.6. A director may accept other Board appointments, provided that such appointments do not conflict with the interests of the Council and/or adversely affect the director in fulfilling his fiduciary duties, and are discussed with the Chairperson in the case of significant appointments subject to Section 195(9) of the Companies Act as contemplated in paragraphs 98 & 99 of Zimcode in terms of the number of directorships.

- 13.1.7. Any possible direct or indirect conflicts of interest and personal financial interests that are held by a director and any related and inter-related persons (as contemplated in section 3 of the Companies Act) shall be disclosed (in the manner prescribed by law and in the Articles, to the extent applicable) as soon as a director becomes aware thereof (and in any event prior to the consideration of the matter to which the conflict of interest or personal financial interest relates, at any Board meeting).
- 13.1.8. The director concerned shall not participate in a discussion or vote on a matter in respect of which that director or any related and inter-related persons of the director (as contemplated in section 3 of the Companies Act) has a personal financial interest or a conflict of interest and will leave the meeting immediately after making the requisite disclosure, in accordance with the prescribed procedures in section 54 & 55 of the Companies Act.
- 13.1.9. Loans made either directly or indirectly to the Board Members are prohibited unless the granting of loans has been approved by the Minister.
- 13.1.10. A Board member who has a real or prospective pecuniary interest in any of TSCZ's business shall declare such interest at a Board meeting as soon as the Board member becomes aware of such specific interest including:
- 13.1.10.1. All business interests, direct or indirect in any other company, partnership or business venture.
- 13.1.10.2. Membership of trade, business or other economic entities. c) Any direct or indirect interest in any transaction with TSCZ.
- 13.1.10.3. Any gifts, monies, commissions, benefits or other favours extended or received from any party in respect of or in relation to any business dealings with TSCZ.

14. Remuneration

- 14.1.1. Remuneration of Non-Executive Directors shall be in accordance with Section 12 of the Public Entities Corporate Governance Act and Section 5 of Statutory Instrument 168 of 2018 (Public Entities Corporate Governance (General) Regulations, 2018).
- 14.1.2. Board members shall be remunerated for their services. The Chairperson shall be paid an additional fee for his or her services as Chairperson.
- 14.1.3. The Board will, with the assistance of the Finance and Human Resources committee review the remuneration of Board members annually and submit some for the requisite stakeholder approval.
- 14.1.4. The Board's remuneration should be included in the Council's integrated annual report and financial statements.
- 14.1.5. All expenses necessarily incurred by directors in connection with the operations of the Council and attending Board and committee meetings shall be paid by the Council.
- 14.1.6. Board shall review from time to time the level of directors' remuneration and make recommendations to the Ministry of Transport and Infrastructural Development.

15. Confidentiality and Inside Information

- 15.1.1. A Member of the Board of Directors shall not divulge any confidential information or data received during the performance of his/her duties to persons or bodies outside TSCZ, other than persons assisting the Board in the discharge of duties as Board Members, provided that such persons are subject to an equivalent duty of confidentiality. He/she shall continue to be bound by this obligation after termination of his/her mandate. PECG Act Part III:60⁹ Zimcode Chapter 3: 60¹⁰
- 15.1.2. A Member of the Board of Directors shall protect the integrity of TSCZ's decision-making process. In particular, he/she shall refrain from disclosing what is said at the Board of Directors' meetings to persons or bodies outside TSCZ, other than the intended recipients of the information.

16. Acceptance of Gifts and Other Advantages

- 16.1.1. A Board Member must not accept any gifts or hospitality which might, or might reasonably appear to, compromise his/her personal judgment or integrity, or place him/her under an improper obligation. He/she must never canvass or seek gifts or hospitality.
- 16.1.2. He/she should inform the Board Chairperson of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded.
- 16.1.3. Board Member is responsible for his/her own decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring TSCZ into disrepute.

17. Review

- 17.1.1. This Board Charter will be reviewed at the end of each Board term. PECG Act Chapter 6:29¹¹
- 17.1.2. This Board Charter will be deemed to be accepted by, and be binding upon, all existing and future directors of the Board and/or Board committee members from their acceptance of appointment as directors and/or Board committee members without anything further being required.

This charter has been presented to the Traffic Safety Council of Zimbabwe Board for approval as evidenced by the signatories hereunder

Dated at Harare this.....day of.....2025.

⁹ PECG Act Part III:60

¹⁰ Zimcode Chapter 3: 60

¹¹ PECG Act Chapter 6:29

Signature: -----

Chairperson

Signature: -----

Corporate Secretary

**Approved /Not Approved.....In line with
Section 28(1) PECOGO Act (Chapter 10:33)**

Minister of Transport and Infrastructural Development