



**Civil Aviation
Authority of Zimbabwe**

BOARD CHARTER

Reviewed in November 2020

RECORD OF AMENDMENTS

| Amendment | Subject | Adopted/Effective Date |
|-----------|---|------------------------|
| 01/2015 | <i>Vision</i> | 12 February 2015 |
| 02/2015 | <i>Mission</i> | 12 February 2015 |
| 03/2015 | <i>Core Values</i> | 12 February 2015 |
| 01/2020 | <i>Vision (Clause 1.4)</i> | 9 November 2020 |
| 02/2020 | <i>Mission (Clause 1.4)</i> | 9 November 2020 |
| 03/2020 | <i>Core Values</i> | 9 November 2020 |
| 04/2020 | <i>Board Committees</i> | 9 November 2020 |
| 05/2020 | <i>Board Remuneration (Section 3)</i> | 9 November 2020 |
| 06/2020 | <i>Board Remuneration and Allowances of the Board Committee Members (Section 5)</i> | 9 November 2020 |
| 07/2020 | <i>Board Role and Functions (Section 10)</i> | 9 November 2020 |
| 08/2020 | <i>Board Responsibilities (Section 11)</i> | 9 November 2020 |
| 09/2020 | <i>Duties of Directors (Section 12)</i> | 9 November 2020 |
| 10/2020 | <i>The Board and Shareholders Relations (Section 14)</i> | 9 November 2020 |

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1. PURPOSE

- 1.1. The primary objective of the Board of Directors ("Board") of the Civil Aviation Authority of Zimbabwe (CAAZ) is to build a long-term shareholder value with due regard to other stakeholder interests. It does this by setting strategic direction and context, such as CAAZ's Mission, Vision and Core Values, and focusing on issues critical for its successful execution such as staffing, performance and risk management.
- 1.2. The Board is responsible for overseeing the Authority's corporate governance framework.
- 1.3. The purpose of this Board Charter is to promote high standards of corporate governance and to clarify the role and responsibilities of the Board and Board procedures.
- 1.4. In so doing, the Board shall be guided by the following CAAZ Vision, Mission and Values (See Section 2 of the Public Entities Corporate Governance Act):-

a) **CAAZ Vision**

To be a regional centre of world class aviation services by the year 2030.

b) **Mission**

To provide, customer-driven, safe and secure airport, air navigation and regulatory services in a sustainable manner.

c) **Values**

- Continuous Learning.
- Teamwork.
- Client Focus.
- Integrity (Ubuntu, Hunhu).

2. BOARD SIZE AND COMPOSITION

- 2.1. Section 10 of the Civil Aviation Act [Chapter 13:16] provides for the appointment of the Board. The Board shall consist of not fewer than five and not more than seven members. The members are appointed by the Minister of Transport, Communications and Infrastructural Development after consultation with His Excellency, the President of the Republic of Zimbabwe and subject to such directions as His Excellency, the President may give him.
- 2.2. Members shall be appointed for their knowledge of and ability and experience in aviation or finance or, for their suitability otherwise for appointment as members.
- 2.3. At least one member shall be appointed for his/her knowledge of law, in particular the law relating to aviation.
- 2.4. The composition of the Board shall reflect the responsibilities that it is vested with and the duty that it has to discharge and perform as representative of the interests of the Shareholder and all other stakeholders.

3. BOARD COMMITTEES

- 3.1. The Board may discharge any of its responsibilities through committees of the Board in accordance with the Civil Aviation Act and the Public Entities Corporate Governance Act. Provided that the vesting of any function in a Committee shall not divest the Board of that function, and the Board may amend or rescind any decision of the Committee in the exercise of that function.

The Board has, in accordance with the provisions of Part V of the Public Entities Corporate Governance (General) Regulations, 2018 (SI 168 of 2018) established the following Committees:-

- a) Audit Committee;
- b) Risk Management Committee;
- c) Finance and Business Development Committee;
- d) Human Resources and Remuneration Committee;
- e) Corporate Strategic Planning and Technical Committee;

- f) Legal Committee;
 - g) Procurement Committee (This Committee will only be constituted to sit when procurement issues requiring Board attention arise)
 - h) The former Pension Fund Committee has been dissolved. Matters are from the CAAZ Pension Fund Board of Trustees needing CAAZ Board attention will be dealt with through the CAAZ Board Human Resources and Remuneration Committee.
- 3.2. On the establishment of a Committee, the Board;
- a) Shall appoint at least one member of the board as a member of the Committee, and that member or one of those members, as the case may be, shall be Chairman of the Committee; and
 - b) May appoint as members of the Committee, on such terms and conditions as the Board may fix, persons who are not members of the Board.
- 3.3. Meetings of a Committee may be convened at any time and at any place by the Chairman of the Board or the Chairman of the Committee.
- 3.4. The procedure to be followed at any meeting of a Committee and the quorum at any such meeting shall be as fixed by the Board.
- 3.5. Each Committee shall have formal terms of reference which shall be approved by the Board.
- 3.6. The Chairperson of each Committee shall report back to the Board in every Board meeting on a general principle of transparency and full disclosure.
- 3.7. Board Committees and members are authorized to obtain independent outside professional advice as and when considered necessary. The Corporate Secretary shall assist the Board Committees and Members in obtaining any such professional advice.
- 3.8. Board Committees shall be subject to regular evaluation by the Board to ascertain their performance and effectiveness.

4. **BOARD TENURE**

- 4.1. In accordance with the provisions of Section 11 of the Public Entities Corporate Governance Act [Chapter 10:31] Members shall be appointed for a term of four years, and the appointment may be reviewed for only one further such term.
- 4.2. No Member shall be re-appointed to the Board if he or she has already served on the Board for one or more periods, whether consecutive or not, amounting in the aggregate to eight years.
- 4.3. A Member shall not be appointed to the Board if he or she is already a Member of two Boards of Public Entities.

5. **REMUNERATION AND ALLOWANCES OF MEMBERS OF BOARD AND COMMITTEES**

Every member of the Board or of a Committee shall be paid from the funds of the Authority:-

- a) Such remuneration, allowances and other benefits, as the Minister responsible for the administration of the Public Entities Corporate Governance Act may, in consultation with the Minister responsible for Finance and the Minister of Transport and Infrastructural Development specify.

6. **MEETINGS AND PROCEDURES OF BOARD**

- 6.1. The Board shall hold its first meeting on a date and place fixed by the Minister of Transport and Infrastructural Development, and thereafter shall meet for the dispatch of business and adjourn, close and otherwise regulate its meetings and procedures as it thinks fit:

Provided that the Board shall meet at least six times in each financial year in terms of the Civil Aviation Act [Chapter 13:16].

- 6.2. The Chairman of the Board:-

- a) May convene a special meeting of the Board at any time.

- 6.3. The Chairman of the Board or, in his absence, the Vice Chairman shall preside at all meetings of the Board provided that, if the Chairman and Vice Chairman are both absent from any meeting of the Board, the members present may elect one of their number to preside at that meeting as Chairman.
- 6.4. Three members shall form a quorum at any meeting of the Board.
- 6.5. 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.
- 6.6. With the Board's approval, the Chairman of the Board may invite any person to attend a meeting of the Board or of a Committee, where the Chairman considers that the person has special knowledge or experience in any matter to be considered by the Board or the Committee, as the case may be, at that meeting.
- 6.7. A person invited to attend a meeting of the Board or of a Committee may take part in the proceedings of the Board or the Committee as if he were a member thereof, but shall not have a vote on any question before the Board or Committee, as the case may be.
- 6.8. 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.
- 6.9. 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 provided that, if a member requires that such a proposal be placed before a meeting of the Board, this subsection will not apply to the proposal.
- 6.10. The Board's discussions shall be open and constructive. The Chairman shall seek a consensus in the Board but may, where necessary, call for a vote. Discussions and records shall remain confidential unless a specific directive is received from the Board to the contrary.
- 6.11. The Board shall have sole authority over its agenda. Any director may request the Corporate Secretary to include an item on the agenda for discussion and decision of the Board.

- 6.12. Non-Executive directors may meet separately with management, without the attendance of Executive Directors.
- 6.13. Directors shall comply with all relevant legislation and shall be required to maintain strict confidentiality of all information relating to the business of the Authority.
- 6.14. At each meeting, the Board shall, at a minimum, consider those matters laid out in the meeting agenda.
- 6.15. As provided by the Civil Aviation Act, the Directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide.

7. MINUTES OF PROCEEDINGS OF BOARD AND COMMITTEES

- 7.1. The Board shall cause minutes of all proceedings of and decisions taken at every meeting of the Board and of every Committee to be entered in books kept for the purpose.
- 7.2. Any minutes referred to in 12.1. which purport to be signed by the person presiding at the meeting to which the minutes relate or by the person presiding at the next following meeting of the Board or the Committee concerned, as the case may be, shall be accepted for all purposes as *prima facie* evidence of the proceedings and decisions taken at the meeting concerned.

8. VALIDITY OF DECISIONS AND ACTS OF BOARD AND COMMITTEES

No decision or act of the Board or act of a Committee authorized by the Board or a Committee shall be invalid solely because there was a vacancy in the membership of the Board or the Committee or because a disqualified person purported to act as a member of the Board or the Committee, as the case may be, at the time the decision was taken or the act was done or authorized.

9. ACCESS TO INFORMATION AND INDEPENDENT ADVICE

9.1. Directors may access such information and seek such independent advice as they individually or collectively consider necessary to fulfill their responsibilities and permit independent judgment in decision making.

9.2. Directors will be entitled to:-

- a) Access members of the senior management with the knowledge of the Director General at any time to request relevant and additional information or seek explanations;
- b) Have access to internal and external auditors, without management present to seek explanations or additional information;
- c) Seek independent professional advice with the Chairman's prior consent, which will not be unreasonably withheld or delayed, and which will be at CAAZ's expense.

10. BOARD ROLE AND FUNCTIONS

10.1. The Board shall have a charter setting out its role and functions, which include the following:-

- a) Determining the Authority's purpose, vision, mission and values;
- b) Setting strategies for achieving the Authority's purpose;
- c) Setting parameters for exercising leadership, enterprise, integrity and good judgement;
- d) Ensuring that procedures, policies and practices are established and implemented;
- e) Approving, monitoring and evaluating the implementation of strategies, policies, procedures and business plans;
- f) Identifying key risks and key performance indicators of the Authority;

- g) Ensuring that technology and systems used by the Authority are adequate to run its business viably;
 - h) Establishing proper succession plans for Board members, the chairperson, executive director and senior members of management;
 - i) Regularly assessing the Authority's performance and effectiveness and that of individual directors and the director general;
 - j) Accounting in the annual report for the directors' collective and individual performance at least once a year;
 - k) Monitoring on a continuous basis the Authority's solvency and ability to pay its debts as they fall and making necessary and reasonable interventions in this regard.
- 10.2. The responsibility of the day-to-day management of the Authority shall vest with the Executive Management. The Board shall afford the Executive Management strategic direction and support in the execution of its duty.
- 10.3. The Board and its members shall have unrestricted access to all Authority information, records, documents and property. The Corporate Secretary shall assist the Board or any member thereof in providing any information or document that may be required.

11. BOARD RESPONSIBILITIES

11.1. The following responsibilities have been adopted by the Board:

11.1.1 Every Director:-

- a) Has time and energy for, and commitment to, the Authority by attending a minimum of seventy five percent of Board and Board committee meetings, all annual general meetings and all-stakeholders meetings, and assisting the chairperson in answering questions raised at such meetings;
- b) Is knowledgeable about the financial, social and political environment in which the Authority operates;

- c) Is in a position to make informed decisions;
- d) Acts independently and that his or her independence is constantly judged, assessed and monitored in accordance with this code;
- e) Possess, to the extent possible, the requisite skills and knowledge in relation to Information Communication Technology (ICT) and supportive equipment.

11.1.2. The Board shall ensure that:-

- a) It obtain independent professional advice when necessary;
- b) Confidential matters of the Authority are treated as such and are not divulged to anybody without its authority;
- c) Procedures and systems on the governance of information, knowledge and experience are established to act as checks and balances;
- d) The performance of the Authority's management is monitored and evaluated against set targets, complemented by an appropriate reward system in order to attract and retain talent;
- e) The Authority is ICT compliant in terms of requisite skills and knowledge and supportive equipment;
- f) The Authority's accounting and financial reporting systems are sound;
- g) The Authority's risk management measures and financial controls are properly supervised;
- h) The Authority's systems, procedures and policies are in place to resolve conflicts of interests among and between directors, management, shareholders, the Authority and other stakeholders;
- i) Corporate governance in relation to the Authority is properly monitored;
- j) The Authority is not only a good corporate citizen but is seen to be one;

- k) Every Board member is given an opportunity to disagree with fellow members where necessary;
- l) The Authority's major shareholders and other stakeholders are identified and a clear policy on communicating with and relating to them is formulated;
- m) The annual activity report of the Authority is submitted to the shareholders' meeting for its adoption.

12. DUTIES OF DIRECTORS

- 12.1. Directors have legal duties of good faith, loyalty, care, skill and diligent in the discharge of their functions. They also have duties which are conscience-based and reflect their culture and values.
- 12.2. The duty of good faith and loyalty requires that directors should honestly apply their minds and act in the best interests of the Authority at all times, ensure that there is no conflict between their interests and those of the Authority, and that they are loyal to the Authority and its business.
- 12.3. The duty of care requires that directors should act with the degree of care expected of a reasonable person in charge of the assets of an incapacitated person, that they are good stewards of the Authority's assets, and that they apply their minds honestly in making decisions concerning the Authority's business.
- 12.4. The duty of diligence requires that directors should understand the information given to them and come to any decision-making forum fully prepared and informed about the issues to be discussed. In this regards directors must study, understand and implement every duty imposed upon them by law or by best practice.

13. CONFLICT OF INTEREST

- 13.1. Directors must:-

- a) Disclose to the Board (through the Corporate Secretary and/or Chairman) any actual or potential conflicts of interest which may exist or be thought to exist as soon as they become aware of the issue;
- b) Take any necessary and reasonable measures to try to resolve the conflict; and
- c) Comply with the provisions of the Civil Aviation Act and the Public Entities Corporate Governance Act on disclosing interests and restrictions on voting.

13.2. If a conflict or potential conflict situation exists, it is required that the conflicted Director shall be absent from the meeting whilst the Board discusses the matter and not vote on the matter, unless the other Directors who do not have a material personal interest in the matter have passed a resolution that states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.

The provisions of S. 20(2) of the Civil Aviation Act and S. 34(1) and (2) of the Public Entities Corporate Governance Act mandate these procedures.

13.3. Directors are expected to advise the Chairman of any proposed Board or executive appointment to other companies as soon as practicable.

14. THE BOARD AND SHAREHOLDER RELATIONS

14.1. The Board shall endeavor to familiarize itself with issues of concern to the Shareholder.

14.2. The Board shall evaluate economic, political, social and legal issues on a regular basis, as well as any other relevant external matters that may influence or affect the development of the business or the interests of the Shareholders and, if appropriate, obtain independent expert advice.

14.3. At least once a year, the Board shall convene an annual general meeting to discuss the Authority's operations and conduct during the previous financial year and its plans for the next financial year, and any other matters of mutual interest.

The following persons shall be invited to attend the Authority's annual general meetings:-

- a) One or more representatives of the Office of the President and Cabinet, chosen by the Chief Secretary of that office; and
- b) One or more representatives of the Ministry responsible for Finance, chosen by the Secretary of that Ministry; and
- c) One or more representatives of the State Enterprises Restructuring Agency (SERA), chosen by the Head of that Agency.
- d) The Chairperson of the Parliamentary Portfolio Committee on Transport and Infrastructural Development.
- e) A representative of the Corporate Governance Unit of the Office of the President and Cabinet.
- f) The Accountant General
- g) The Auditor General.
- h) Representatives of the Ministry of Transport and Infrastructural Development.

15. THE BOARD AND MANAGEMENT

- 15.1. Responsibility for the day to day management and administration of the Civil Aviation Authority of Zimbabwe is delegated by the Board to the Director General, assisted by the Executive team ("management").
- 15.2. The Director General manages CAAZ in accordance with the relevant legislation, strategy, plans and delegations approved by the Board.
- 15.3. The Board shall implement appropriate procedures and embark on the Results Based Management System as guided by Government to assess management's performance.

16. **ROLE OF THE CHAIRMAN**

16.1. The Chairman of the Board is appointed by the Minister of Transport and Infrastructural Development.

16.2. The Chairman must be an independent Non-Executive Director.

16.3. The role and responsibilities of the Chairman include:-

- a) Providing strategic leadership to the Board and to CAAZ;
- b) Ensuring the efficient organization and conduct of the Board;
- c) Monitoring Board performance annually;
- d) Facilitating Board discussions to ensure core issues facing CAAZ are addressed;
- e) Briefing the Minister of Transport and Infrastructural Development in relation to issues arising at Board meetings;
- f) Facilitating the effective contribution and ongoing development of all Directors;
- g) Promoting consultative and respectful relations between Board members and between the Board and management;
- h) Chairing Board as well as shareholder meetings.

17. **ROLE OF THE BOARD SECRETARY**

17.1. The Board shall appoint, on such terms and conditions as the Board may fix, a person to be the Secretary of the Authority.

17.2. Subject to the Director General's directions, the Secretary shall be responsible for:-

- a) Taking minutes of the proceedings and decisions of the Board and its committees:- and

- b) Keeping the records of the Authority; and
- c) Performing any other function that may be assigned to him/her by the Board.

18. REVIEW OF BOARD PERFORMANCE

18.1. The Minister shall enter into a written Performance Contract with each Board member, in relation to matters affecting the efficient performance of the Member's duties to the Authority.

18.2. The Board shall:-

- a) Regularly assess its performance and effectiveness as a whole and the performance and effectiveness of Board committees, individual directors and the director general;
- b) Set and achieve objectives for the continuous improvement in the quality and effectiveness of its performance, including its performance during a crisis;
- c) Undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors, which should be externally facilitated every three (3) years;
- d) Regularly review the degree to which its objectives are achieved and the quality of its decisions;
- e) Monitor and appraise on an annual basis the performance and effectiveness of the Authority, its chairperson, heads of internal audit, Authority secretary, and directors, collectively and individually, and its service providers; and
- f) Review the performance and effectiveness of individual directors.

18.3. The evaluation of the Board and the Authority's performance shall be based on objective criteria.

18.4. Non-executive directors shall take the lead in appraising the Board chairperson's effectiveness and performance.

- 18.5. The chairperson shall act on the results of the performance evaluation and address the strengths and weaknesses of the Board, its committees, individual directors, the director general, the Authority secretary, head of internal audit and its service providers.
- 18.6. Individual and collective evaluation of Board members should aim to determine whether each director continues to contribute effectively and demonstrate commitment to the Authority, its shareholders and other stakeholders.
- 18.7. The chairperson shall regularly review the performance of individual directors and, where necessary, agree with each one of them on their training and developmental needs.
- 18.8. The evaluation of individual directors shall:-
- a) Take into account their contribution to the Board as measured against their duties;
 - b) Be led by the chairperson, through the nominations committee, or by an independent service provider; and
 - c) Be carried out on notice to them advising that they will be individually assessed and of the criteria and procedures to be used during the assessment.
- 18.9. The evaluation of the chairperson of the Board requires that:-
- a) An independent non-executive director of the Board or a senior independent non-executive director or independent service provider shall be appointed by the Board to lead the process; and
 - b) The chairperson shall not be present when his or her performance is discussed by the Board.
- 18.10. The evaluation of the director general and other executive directors shall be:-
- a) Carried out at least once a year by the chairperson of the Board or by the nomination committee;
 - b) An evaluation of their performance as both directors and executives of the Authority;

- c) A guide to the remuneration committee in determining their remuneration.

18.11. The evaluation of the Board and its members requires that:-

- a) Data for their performance assessment and appraisal shall, among other things, come through questionnaires prepared by an outside service provider known for its competence, experience and skill;
- b) Data shall be collected through self-review and peer review procedures under the supervision of the Authority secretary;
- c) The analysis of the data and findings thereon shall be done by a neutral service provider.

19. AMENDMENT

This Board Charter will be amended, if need be, by the Board of Directors, as and when it is necessary to do so.

20. CUSTODY

The Corporate Secretary shall keep custody and oversee the operationalization of this Board Charter.

21. COMMITMENT TO THIS CHARTER

By appending their signatures below the Board Members agree and commit themselves to be bound by the terms and the spirit of this Charter.

Approved by the Board of Directors on this 9th day of November 2020.




Chairman of the Board of Directors



Vice Chairman



Board Member




Board Member



Board Member



Board Member



Acting Director General (*Ex-officio Member*)

MINISTRY OF TRANSPORT AND
INFRASTRUCTURAL DEVELOPMENT
PERMANENT SECRETARY
15 FEB 2022
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