



NATIONAL AIDS COUNCIL OF ZIMBABWE

BOARD CHARTER

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Vision

No HIV transmission, Universal access to HIV and AIDS services

Mission

To lead and co-ordinate with a motivated team, the national strategy in the response to HIV and AIDS in Zimbabwe.

Mandate

To provide for measures to combat the spread of HIV and management co-ordination and implementation of programmes that reduce the impact of HIV and AIDS.

1. Introduction

The National AIDS Council of Zimbabwe {hereinafter referred to as the Council or NAC} is a parastatal which was established by the National AIDS Council of Zimbabwe Act [Chapter 15:14] in 1999. The Council is mandated to coordinate the national multi-sectoral response to HIV and AIDS in line with the “3 Ones” principle.

NAC shall be run by a Board which shall be responsible for formulating the general policies of the Council, as well as controlling and directing its operations. The Board shall ensure that the principles set out in section 27 of the Public Entities Corporate Governance Act and other general principles of corporate governance such as integrity accountability, transparency, fairness, responsibility and honesty, amongst others, are upheld at all times. The Board shall report to the Minister responsible for Health and Child Care and collaborate through the parent Ministry with the Ministry responsible for state enterprises or any such Ministry, department or unit which from time to time shall be ceased with the oversight of public entities.

The Board shall at all times act in the best interests of the Council and shall take into consideration the interests of the shareholders and stakeholders where possible.

This Charter shall be consistent with the Constitution of Zimbabwe, the National AIDS Council of Zimbabwe Act, the Public Entities Corporate Governance Act, the Public Finance Management Act and any other Acts, Statutory Instruments, Regulations and policies governing public entities.

2. Board appointment and composition

Persons appointed to the Board should have integrity, high credibility, probity, good character, relevant knowledge and experience in order to enable the Council to function effectively and efficiently.

When making Board appointments, it should be ensured that, so far as is practicable, there is an equal representation of men and women, fair regional balance and an appropriate mix of skills and competencies in the Board (this is a constitutional requirement which is also mirrored in the Public Entities Corporate Governance Act).

The Board is appointed by the President in consultation with the Minister responsible for Health and Child Care, save for the Chief Executive Officer who is an ex-officio member of the Board. The procedure for appointment and composition of the Board shall be more fully provided for in the parent Act as well as the PECO Act, provided that the Board shall comprise of no less than eight and no more than 14 members.

The Board may, from time to time, incorporate members with specific skills and expertise to enhance its performance. The Corporate Governance General Regulations provides for the inclusion in the finance and audit committees of persons who are not Board members.

3. Term of office

The term of office for members of the Board shall be four years which term shall be renewable only once. For the avoidance of doubt, members of the Board can serve a maximum of two terms and thereafter shall not be eligible for re-appointment. (This mirrors provisions of the PECO Act)

4. Re-appointment

Before recommending a member of the Board for re-appointment, the Minister shall carefully consider a member's past performance on the Board and his/her general conduct.

The performance contract of the member concerned shall be an important guide to the Minister on deciding on the re-appointment of the Board member.

5. Vacation of office

A Board member shall resign from the Board by giving a 30-day notice period to the President through the Minister. A member may also vacate office under circumstances defined in sections 8 and 9 of the enabling Act.

6. General provisions

The Chairperson shall be a Non-Executive Director and the roles of the Chairperson and Chief Executive Officer shall be clearly separated. The running of the Board and the Executive function of management of the organisation will be the responsibilities of the Chairperson and the Chief Executive Officer respectively. (This section may have to be struck off and its content transferred to section 10 which deals with Board duties and responsibilities)

7. Chairperson and Vice-Chairperson

The Board shall elect a chairperson and a Vice- Chairperson from among its members at its inaugural meeting. The Chairperson of the Board should be chosen for his/her impeccable professional reputation, ample managerial experience, steadfastness, undisputed integrity and a clear commitment towards the interests of the Council. If for any reason the Chairperson is not present, the Vice-Chairperson shall assume the powers and duties of the Chairperson.

7.1 Duties of the Chairperson

The Chairperson is primarily responsible for the activities of the Board and its committees. He /she shall act as the spokesperson for the board and is the principal contact with the Chief Executive Officer. The Chief Executive Officer and the Chairperson of the Board shall meet outside board meetings if so required and issues discussed in such meetings shall be shared with other board members through committees or the main Board.

7.2 Responsibilities

The Chairperson shall preside over the Board meetings and ensure that the time devoted to the meetings is used productively. He/she shall head the Integrity and Executive Committees of the Board and also ensure that:

- Members on appointment participate in an induction program and any additional educational or training programs as needed
- Board members have sufficient time for consultation and decision making
- Committees function properly and operate within their mandates

- Board satisfies its duties and its performance is evaluated at least once every year
- Decisions made by the Board are executed timeously and effectively.

8. Company Secretary /Designated Officer

8.1 Responsibilities

The company secretary or designated official should strive to achieve the realisation of good corporate governance principles, standards and practices. To achieve this, his/her duties and responsibilities shall include;

- Ensuring that the Board follows correct procedures and complies with its general obligations
- Assisting the Chief Executive Officer and Chairperson of the Board in organising the Board activities
- Providing information, preparing agenda for meetings and evaluations and training programmes
- Providing a central source of advice to the Board and within the Council on matters of good corporate governance.
- Ensuring that sittings of the Board and Board committees are properly minuted and that minutes are circulated with the approval of the relevant chairperson
- Ensuring that the Board charter and any other legal documents of the Council are kept up to date.

9. Board Committees

9.1 Establishment of Committees

The Board shall establish Committees from among its members and delegate any of its responsibilities to these committees, provided that the composition and functions of such committees shall be in accordance with the Public Entities Corporate Governance Act, the National AIDS Council of Zimbabwe Act and any regulations made thereunder. The Board shall determine the members of any committee. The Board shall establish the following committees:

- Human Resources Committee
- Risk, Operations, Advocacy and Strategic Information Committee
- Finance and Administration Committee

- Audit Committee
- Integrity Committee
- Executive Committee (this is an ad-hoc Committee))

9.2 Board Responsibility for Committee Action

The Board remains collectively responsible for decision and actions taken by any Committee. A committee may only perform the tasks delegated to it by the board and may not exceed the authority or power of the Board. All decisions that by law must be taken by the Board may not be delegated to a Committee.

9.3 Committee Terms of Reference

The Board shall establish and may amend Terms of Reference (TORs) for each committee. The TORs shall indicate the role and responsibilities of the committee, its composition and how it should perform its duties. The TORs of a committee shall require that the committee has no less than 2 board members. Each committee shall nominate a chairperson who shall preside over the committee. In the absence of the Chairperson, any member of the committee shall chair the meeting.

9.4 Committee Reporting

Each committee must promptly inform the Board of the actions it has taken and major developments of which it becomes aware of through established channels. Each Board member has unrestricted access to all committee minutes and /or reports.

10. Responsibilities of the Board and General Duties

10.1 General responsibilities of the Board

The Board oversees the general operations of the Council and ensure that it meets its objectives and delivers on its mandate. The Board is responsible for providing strategic direction and overall monitoring, supervision and oversight role to management. The Board is also responsible for the appointment, remuneration and removal of the Chief Executive Officer.

10.2 Quality of Performance

The Board is responsible for the development of its work plan and reviewing the quality of its performance.

10.3 Collective responsibility

Board members, to an extent possible and within their individual responsibilities shall act and speak in concert in respect of important affairs and matters of principle.

10.4 Provision of Information

The Chairperson and the Chief Executive Officer shall see to it that the management, in a timely manner, provides the Board and its Committees with the information they need to properly function.

10.5 Responsibility for Securing Information

The Board shall be responsible for obtaining all information from management, internal and external auditors needed to carry out their duties.

10.6 Access to Records

Each member of the Board has access to the books and records of the Council, if these books and records will enable the member to execute his/ he Board functions. Board members shall consult with the Chairperson of the Board and the Company Secretary/ Designated Officer before exercising their rights under this provision.

10.7 Board Evaluation

At least once a year, the performance of the Board shall be evaluated.

10.8 Strategic and annual plans

The Board should draw up a strategic plan to set the Council's objectives and priorities for a period of between two and six years when this becomes necessary. The strategic plan should be reviewed annually and the results of such review should be reported to the Line Minister and Minister responsible for state enterprises.

10.9 Performance contracts

The Board shall ensure that the Chief Executive Officer and senior members of staff, through the Chief Executive Officer, enter into a written performance contract with it. These performance contracts shall be reviewed annually in line with relevant guidelines. Within two months of being appointed to the Board, the members, through the Chairperson, shall enter into a written performance contract with the Minister.

11. Duties regarding Supervision of Management

11.1 Nature of oversight and supervision

In supervising management, the Board shall consider the following:

- development and implementation of the strategic plan
- monitoring, evaluation and reporting on programme implementation
- achievement of the organization's objectives

- establishment of effective risk management, internal control and internal audit processes
- design and review of human resources and administrative policies and procedures
- identification and monitoring of the non-financial aspects relevant to the operations of the Council
- compliance with the laws and regulations that govern the operations of the Council.
(This section may need to be reviewed for it to reflect contemporary realities within the Council such as separation of audit and risk issues as well as including the Integrity Committee function)

11.2 Financial Reporting

The Board supervises the Council's financial policies, procedures and reporting investment processes in accordance with the Public Finance Management Act.

11.3 Annual Risk Review

At least once a year, the Board shall discuss the Council's strategy and business risks, the management and control systems, and any significant changes to such systems.

12. Board Meetings and Reports

12.1 Meetings

Board meetings are presided over by the Chairperson of the Board or, in his or her absence, the Vice Chairperson. If both are absent, any of the other Board members, designated by majority vote of the members present, shall preside over the meeting. The Board shall meet as often as it may deem necessary, provided that it shall meet at least once every three months. The Board shall meet earlier than scheduled if deemed necessary by the Chairperson or any two members of the Board.

Committees meetings shall generally precede Board meetings. Agenda items for the Board meeting shall ordinarily be drawn from the Committee reports. The Committee meetings shall be held at least two weeks prior to the scheduled date for the Board meeting.

All Board members, including the Chief Executive Officer, shall be required to attend all Board meetings and should, in any event, attend not less than seventy-five percent of the Board meetings in a year and seventy-five percent of the committee meetings of which they are members. A quorum shall be formed by half or 50 % attendance of Board members. In the event that there is no quorum the meeting shall be adjourned to another date that shall be within one week of the date of the initial meeting. The Board may meet without a quorum for 90 days

after the number of members appointed to it ceased to constitute a quorum. Any decisions made therein are valid only for 90 days unless they are ratified by the Board with the requisite quorum.

12.2 Notice and Agenda

Meetings of the Board are called by the Chairperson after consultations with the Chief Executive Officer. Board members should be notified of the date, place and time of a meeting, its format and agenda at least 7 days before the meeting to allow them sufficient time to consider and form an opinion on the agenda. Board members shall be furnished with the meeting pack at least 5 days before the date of the meeting to allow them sufficient time to go through the materials therein. For each item on the agenda, a report shall be provided and related documentation attached. Any Board member has the right to request that an item be placed on the agenda for a Board meeting; provided that the item is notified to the Chairperson at least ten days prior to the meeting. Items not specified in the agenda shall not be considered in that particular meeting, however the Board may direct that the item be considered for deliberation in a separate meeting.

12.3 Annual General Meeting

At least once a year, the Board shall convene an Annual General Meeting to which attendees shall be as prescribed. (Section 33 (3) of the PECG Act as read with section 20 of the Public Entities Corporate Governance (General) Regulations, 2018 provide for the holding of an AGM and the persons who should attend)

12.4 Extra Ordinary Meetings

The Board or Committee may call for extra ordinary meetings to consider specific agenda items. The meeting shall not deliberate or consider any other items other than the one specified in the agenda.

12.5 Meeting with the Minister

The Chairperson shall ensure that the Board meets with the Line Minister at least twice a year in keeping with section 33 (4) of the PECG Act. The purpose of such meetings is to discuss the Council's overall performance and plans, the Board's compliance with its strategic plan and any other matters of mutual interest.

12.6 Attendance by Non-members

The Board may allow other executives to attend the meetings at its discretion. The Board may also request certain officers and external advisers to attend meetings but these invited members shall not be permitted to vote at the meetings.

12.7 Use of Experts

The Board may hire experts to assist or advise them as and when they see fit. The costs of such experts shall be agreed to by the Board and shall be met by the Council. The Board may rely upon the advice of a relevant expert, adopt or reject depending on the deliberations of the meeting.

12.8 Undue Absence

All Board members are expected to give apologies if they are not able to attend meetings. However, if a Board member is frequently absent from Board meetings, he/she shall be required to explain such absences to the Chairperson. If a Board member has been absent from three or more consecutive meetings, without just cause and without leave of the Board or the Chairperson, he/she shall be removed from the Board.

12.9 Proceedings at Meetings

Meetings shall deliberate on individual Committee reports and these shall be presented by the Chairpersons or any assigned member of each respective Committee. All members shall arrive at the venue of the meeting before the planned starting time to make sure that the meeting runs on schedule.

12.10 Decision making within the Board

a. Preference for Unanimity – The Board members shall try to unanimously adopt resolutions. However, members are encouraged to voice dissenting opinions and record these in the minutes when unanimity cannot be reached.

b. Individual Vote - Each Board member has the right to cast one vote.

c. Majority Vote and Quorum - Where unanimity cannot be reached, decisions of the Board shall be taken on the basis of a simple majority of the members present. Where there is a tie in votes cast, the Chairperson of the Board shall have a deciding vote. At a meeting, the Board may only pass resolutions if the majority of the Board members are present.

d. Adoption of Minutes - Minutes of the Board are adopted at the next Board meeting

e. Written Consent - Board resolutions may also be adopted in writing provided the proposal concerned is submitted to all Board members and none of them objects to this form of adoption (Adoption by circulation. Adoption of resolution in writing shall be effected by statements in writing from all the Board members.

f. Emergence Procedures - The Board may deviate from the normal way of adopting resolutions if this is deemed necessary by the Chairperson considering the urgent nature and other circumstance of the case, provided that all Board members are allowed the opportunity to participate in the decision - making process. A report on a resolution so adopted shall be added to the documents for the next meeting of the Board.

12.11 Minutes

Minutes must be drawn for every Board meeting and every resolution adopted outside meeting. The minutes are to be signed by the Chairperson of the meeting and then added to the Council's records. Each member of the Board shall receive a copy of the minutes. Each member of the Board may demand a note explaining how he/she voted or that a formal declaration by him be included in the minutes. Urgent resolutions may be drawn up and adopted immediately in the relevant meeting

12.12 Certification of Resolutions

A resolution adopted by the Board may be publicly disclosed only through a statement from the Chairperson of the Board or as delegated.

13. Personal and Professional Behaviour

Board members need a clear understanding of their public duty, fiduciary and their legal responsibilities and must act for the proper purpose and without exceeding their powers.

14. Use of Information

- Board members must not reveal official information or documents they obtain as a result of being a member of the Board or an associated Committee unless it is required by law or when such authority has been granted.
- A member must not use information they receive as a part of their position, for purposes other than what it is intended for. This is regardless of whether the member would have gained a personal advantage or not, or whether the member's actions would have hurt the Council's reputation.

- Confidential information, processes, methods, advertising and promotional programs, sales and statistics affecting financial results must not be revealed by Board members.
- A Board member shall not use such confidential information for his or her personal benefit.

15. Professional Integrity

A Board member must be prepared to disagree with other members of the Board if needed. If a Board member believes that a course of action will conflict with their duties as a Board member then they should not support the action.

When a member feels strongly enough to disagree with a decision of the Board, some or all of the following steps should be considered:

- Try to influence the rest of the Board to change their decision by outlining why they disagree with a course of action and the possible consequences of the action
- Asking for additional legal, accounting or other professional advice
- Asking that the decision be delayed to the next meeting so that the Board member has time for more thought and informal discussion
- Tabling a statement of dissent and asking that it be minuted
- Writing to the Chairperson, or all members of the Board, and asking that the letter be filed with the minutes

16. Fraud and corruption

Board Members undertake to avoid all fraudulent and corrupt activities at all times. It is the responsibility of Board Members to refrain from any conduct which may result in fraudulent or corrupt practices. The Board shall ensure that the Council has in place adequate and effective measures to detect and deal with fraud and corruption cases within the institution.

17. Gifts and benefits

A Board member shall not accept a gift that may compromise integrity, honesty and impartiality and erode public confidence in the operation of the organisation.

18. Conflict of Interest

A potential conflict of interests exist if the Council intends to enter into any form of transaction with a Board member, an affiliated company, relatives, partners or associates of any member. This shall also relate to the Chief Executive Officer, senior management and other employees

of the Council. In the discharge of their duties, Board members and all employees must act in good faith {no profit, no conflict no collateral principles] and with due care and diligence.

Where a potential conflict of interest is noted, it shall be reported to the Board. Conflicts of interest and potential conflicts of interest shall be dealt with by excluding the member conflicted from taking part in any discussion or decision making on the matter of conflict. Members shall declare or disclose their interests where applicable and such shall be documented in a register established for that purpose.

Board members should sign a conflict of interest document stating that they are aware of their duty to disclose conflicts and potential conflicts of interest. The board should ensure that the Chief executive Officer and other senior members of staff sign a similar document.

19 Declaration of assets

In the interests of transparency and the avoidance of conflicts of interest, as soon as possible after being appointed or re-appointed, and in any event, within three months of appointment or re-appointment to the Board, every Board member shall provide the Office of the President and Cabinet with a written declaration of assets. The Board should ensure that the Chief Executive Officer and senior members of staff also provide the Office of the President and Cabinet with a written declaration of interest. (A declaration or re-declaration of assets-whichever is applicable- shall be done at the anniversary of the appointment of the Board member or senior staff member.) (This section is based on section 37 of the PECG Act as read with Part IV of the PECG Regulations.

20. Relations with Shareholder and Stakeholders

The Board shall provide the shareholder and other key parties relevant periodic reports as required by the reporting requirements and any other such agreements. This is meant to provide information in relation to the general operations of the Council.

21. Changes to Corporate Governance and Organisational Structure

Any substantial change to the corporate governance structure and the structure of the Council shall be recommended to the parent Ministry for approval.

22. Compensation of Board Members

a. Remuneration - The compensation of Board members is determined by the Ministry responsible for state enterprises after receiving recommendations from the parent Ministry. The Board shall submit proposals on its compensation to the parent Ministry. The Board may be granted authority by the parent Ministry to apply interim fees while awaiting approval by the Ministry responsible for state enterprises, if it is deemed necessary.

b. Reimbursement of Costs - Apart from their compensation, Board members shall be reimbursed for all reasonable costs incurred in connection with their attendance of meetings. The reasonableness of such costs shall be approved by the Chairperson of the Board (costs incurred by the Chairperson of the Board shall be approved by the Vice Chairperson). For routine expenses where guidelines exist, the approval function for incurred expenses shall be delegated to the Chief Executive Officer.

c. Loans and Guarantees - The Council does not grant personal loans, guarantees and any other similar advancements, arrangements or undertakings to Board members.

23. Induction Program, Ongoing Training and Education

a. Induction Program - Upon his or her selection, each Board member shall participate in an induction program that covers the Council's strategy, general financial and legal affairs, financial reporting by the Council, any specific aspects unique to the Council and its operations and the responsibilities of a Board member.

b. Annual Review of Training - The Board shall conduct an annual review to identify areas where the Board members require further training or capacity development.

c. Costs - The costs of the induction course and any training or education shall be paid for by the Council.

24. Other Positions

a. No Excess Memberships - Members of the Board shall limit their other duties and responsibilities to ensure that they can effectively perform their functions as members of the board. Currently board membership in State Enterprises is capped at two Board seats.

b. Notice of other Board Positions - Board members must notify the Chairperson of their other responsibilities that may be of importance to the Council and / or the performance of their duties. If the Chairperson determines that there is a risk of a conflict of interest, the matter shall

be discussed by the Board; in the case where such applies to the Chairperson, the Vice Chairperson shall preside over the deliberations. The Council shall keep a list of the positions held by each Board member.

25. Confidentiality

a. Duty to Keep Information Confidential - Unless required to do so by law, no Board member shall, during his or her membership on the Board or afterwards, disclose any information of a confidential nature regarding the business of the Council that came to his or her knowledge in the capacity of his or her work for the Council and which he/she knows or should know to be of a confidential nature. A Board member may disclose such information to fellow Board members as well as to staff members of the Council, in view of their activities for the Council, should be informed of the information.

b. Return of Confidential Information and Assets - At the end of each Board member's term of office, he /she shall return all confidential documents in his or her possession to the Council or guarantee their disposal in a manner that ensures confidentiality is preserved. Any assets allocated /issued to the member for the purpose of performing their duty shall be promptly returned to the Council at the end of a member's term under any circumstances.

c. Notice of Disclosure - If a Board member intends to disclose to their parties information which he/she has become aware of in his or her duties and which may be confidential, he /she must inform the Chairperson of his or her intent and the identity of the person who is to receive the information with sufficient notice for the Chairperson to assess the situation and advise the Board.

26. Miscellaneous

a. Acceptance by Board Members - Anyone who is appointed as a Board member must, upon assuming office, declare in writing to the Council that he/she accepts and agrees to comply with the provisions of this charter.

b. Derogation from the Charter - The board shall be bound by this Charter and shall not derogate from its provisions unless there is a provision therein which is inconsistent with the provisions of any law in which case the derogation shall be permissible to remedy this incongruency.

c. Amendments - This Charter may be amended by the Board at its sole discretion without prior notification.

d. Interpretation - In case of uncertainty or difference of opinion on how a provision of this Charter should be interpreted, the opinion of the majority of the Board members shall be decisive.

e. Partial invalidity - If, for any reason, one or more provisions of this Charter are or become invalid, this shall not affect the validity of the remaining provisions. The Board may replace the invalid provisions by provisions which are valid and the effect of which, given the contents and purposed of this Charter is, to the greatest extent possible, similar to that of the invalid provisions.

Annex 1

List of Resolutions Requiring Board Approval

The following resolutions are subject to the approval of the Board

- Determining and amending the operational and financial strategic objectives and goals
- Determining and amending key performance indicators in support of the strategic objectives
- All material transactions in which there are conflicts of interests with Board members
- The remuneration policy for senior management, in general, and the Chief Executive officer in particular
- All financial statements before publication
- All other acts that require Board approval by law

Annex 2: Board Committees Terms of Reference

Audit Committee

Establishment

There is hereby established the Audit Committee of the Board of the National AIDS Council of Zimbabwe, whose composition and functions shall be as set out in these terms of reference.

Purpose and Objective

The Audit Committee is established to assist the Board of Directors in fulfilling its oversight responsibilities related to financial reporting, internal controls, audit processes and compliance.

Scope

The Committee's scope includes:

- **Financial Reporting:** Review and provide oversight of the organization's financial reporting processes.
- **Internal Controls:** Evaluate the effectiveness of internal controls and risk management processes.
- **Audit Processes:** Oversee the audit process, including the appointment, compensation, and oversight of the external auditor.
- **Compliance:** Monitor compliance with applicable laws, regulations, and organizational policies.

Membership

The Committee shall consist of:

- At least two (2) non-executive Board members.
- Representative of the Auditor General
- An external business or accounting expert.
- Board Chair and Chief Executive Officer shall not be members

Meetings

The frequency and procedure of meetings shall be as follows;

- At least once every 3 months and not later than 2 weeks before the scheduled Board meeting, the Committee shall convene a meeting to deliberate on its business.
- A notice of a meeting shall be sent at least 10 days and the Committee pack shall be sent not later than 5 days before the meeting.
- There shall be a Chairperson nominated from the non-executive Committee members
- The Chair of the Committee shall preside over meetings and in their absence, the Committee shall nominate one of its non-executive members to preside over the meeting.
- A quorum shall be constituted by 50% of the Committee members.

- So far as possible, the Committee shall endeavour to reach consensus in making its decisions.
- In the event that there are different opinions on an issue, a decision shall be taken on the basis of a simple majority of the members present at the meeting.

Reporting

The Committee shall report to the Board on its activities and recommendations.

Review and Revision

This Terms of Reference shall be reviewed and revised as necessary.

Confidentiality

Committee members shall maintain confidentiality of all information and discussions related to the Committee's work.

Finance Committee

Establishment

There is hereby established the Finance Committee of the Board of the National AIDS Council of Zimbabwe, whose composition and functions shall be as set out in these terms of reference.

Purpose and Objective

The Finance Committee is established to assist the Board of Directors in:

- ✓ overseeing the organization's financial management and ensuring the organization's financial stability
- ✓ overseeing and ensuring the effective management of the organization's administrative functions
- ✓ overseeing and ensuring that the organization's procurement processes are fair, transparent, and in compliance with applicable laws and regulations.

Scope

The Committee's scope includes:

- **Financial Reporting:** Review and provide oversight of the organization's financial reports, including annual budgets and financial statements.
- **Financial Planning:** Oversee the development and implementation of the organization's financial plans, including forecasting and budgeting.
- **Investment Management:** Oversee the management of the organization's investments, including the development and implementation of investment policies.
- **Funding and Financing:** Oversee the organization's funding and financing arrangements, including fundraising and debt management.
- **Administrative Policies:** Review and recommend updates to administrative policies and procedures.
- **Asset and Estate Management:** Oversee the management and maintenance of the organization's assets and facilities.
- **Procurement Policy:** Review and recommend updates to the organization's procurement policy.
- **Procurement Processes:** Oversee the development and implementation of procurement processes, including tendering and bidding.
- **Contract Management:** Oversee the management of contracts, including monitoring performance and ensuring compliance.
- **Procurement Planning:** Oversee the development of procurement plans and strategies.
- **Risk Management:** Identify and mitigate and finance, administration and procurement risks.
- **Governance and Compliance:** Ensure compliance with applicable laws, regulations, and organizational policies.

Membership

The Committee shall consist of:

- At least two (2) non-executive Board members.
- An external accounting or finance expert where such a skill does not exist in the Board.
- At least two (2) members of senior management

Meetings

The frequency and procedure of meetings shall be as follows;

- At least once every 3 months and not later than 2 weeks before the scheduled Board meeting, the Committee shall convene a meeting to deliberate on its business.
- A notice of a meeting shall be sent at least 10 days and the Committee pack shall be sent not later than 5 days before the meeting.
- There shall be a Chairperson nominated from the non-executive Committee members
- The Chair of the Committee shall preside over meetings and in their absence, the Committee shall nominate one of its non-executive members to preside over the meeting.
- A quorum shall be constituted by 50% of the Committee members.
- So far as possible, the Committee shall endeavour to reach consensus in making its decisions.
- In the event that there are different opinions on an issue, a decision shall be taken on the basis of a simple majority of the members present at the meeting.

Reporting

The Committee shall report to the Board on its activities and recommendations.

Review and Revision

This Terms of Reference shall be reviewed and revised as necessary.

Confidentiality

Committee members shall maintain confidentiality of all information and discussions related to the Committee's work.

Risk Management and Operations Committee

Establishment

There is hereby established the Risk Management and Operations Committee of the Board of the National AIDS Council of Zimbabwe, whose composition and functions shall be as set out in these terms of reference.

Purpose and Objective

The Risk Management and Operations Committee is established to assist the Board of Directors in:

- ✓ identifying, assessing, monitoring, and mitigating risks that may impact the organization's ability to achieve its mandate.
- ✓ overseeing and ensuring the effective management of the organization's operations.
- ✓ ensuring that the organization has accurate, reliable, and timely information to support strategic decision-making.
- ✓ supporting and advancing the organization's mission and goals through effective communication and advocacy efforts.

Scope

The Committee's scope includes:

- **Risk Governance:** Oversee the development and implementation of the organization's risk management framework.
- **Risk Identification:** Identify and assess potential risks that may impact the organization.
- **Risk Assessment:** Evaluate and prioritize risks based on their likelihood and potential impact.
- **Risk Mitigation:** Develop and implement strategies to mitigate and manage identified risks.
- **Risk Monitoring:** Continuously monitor and review the organization's risk profile.
- **Strategic and Operational Planning:** Review and provide oversight of the organization's strategic plan, operational plans and programmes/models.
- **Service Delivery:** Oversee the delivery of services, including quality, efficiency, and effectiveness.
- **Information Governance:** Oversee the development and implementation of the organization's information governance framework.
- **Data Management:** Review and provide oversight of the organization's data management practices, including data quality, data security, and data analytics.
- **Business Intelligence:** Oversee the development and implementation of research strategies and initiatives.
- **Information Technology:** Provide oversight of the organization's information technology strategy and ensure alignment with the organization's overall strategy.

- **Knowledge Management:** Oversee the development and implementation of knowledge management practices, including document management and records management.
- **Communication Strategy:** Develop and implement a comprehensive communication strategy to promote the organization's mission, goals, and activities.
- **Advocacy:** Develop and implement advocacy plans and strategies to influence policy and decision-makers.
- **Media Relations:** Build and maintain relationships with media representatives to secure coverage of the organization's activities and issues.
- **Public Awareness:** Raise public awareness about issues related to the organization's mission and goals.
- **Brand Management:** Oversee the development and implementation of the organization's brand identity.
- **Compliance:** Ensure compliance with applicable laws, regulations, and organizational policies.
- **Compliance:** Ensure compliance with applicable laws, regulations, and organizational policies.

Membership

The Committee shall consist of:

- At least three (3) non-executive Board members.
- At least three (3) members of senior management

Meetings

The frequency and procedure of meetings shall be as follows;

- At least once every 3 months and not later than 2 weeks before the scheduled Board meeting, the Committee shall convene a meeting to deliberate on its business.
- A notice of a meeting shall be sent at least 10 days and the Committee pack shall be sent not later than 5 days before the meeting.
- There shall be a Chairperson nominated from the non-executive Committee members
- The Chair of the Committee shall preside over meetings and in their absence, the Committee shall nominate one of its non-executive members to preside over the meeting.
- A quorum shall be constituted by 50% of the Committee members.
- So far as possible, the Committee shall endeavour to reach consensus in making its decisions.
- In the event that there are different opinions on an issue, a decision shall be taken on the basis of a simple majority of the members present at the meeting.

Reporting

The Committee shall report to the Board on its activities and recommendations.

Review and Revision

This Terms of Reference shall be reviewed and revised as necessary.

Confidentiality

Committee members shall maintain confidentiality of all information and discussions related to the Committee's work.

Human Resources Management Committee

Establishment

There is hereby established the Human Resources Management Committee of the Board of the National Aids Council of Zimbabwe whose composition and functions shall be as set out in these terms of reference.

Purpose and Objectives

The Human Resources Committee is established to assist the Board in;

- ✓ overseeing the organization's human resources management and ensuring the organization has the necessary talent and skills to achieve its strategic objectives.
- ✓ ensuring the organization's governance practices are effective, efficient, and compliant with relevant laws and regulations.

Scope

The Committee's scope includes:

- **Human Resources Planning, Recruitment and Selection:** Recommend to the Board adequate and appropriate staffing levels
- **Compensation and Benefits:** Review and recommend to the Board the compensation and benefits policies and practices for the organization.
- **Talent Management:** Oversee the development and implementation of talent management strategies, including succession planning, leadership development.
- **HR Policies and Procedures:** Review and recommend to the Board HR policies and procedures, including those related to employee conduct, discipline, and termination.
- **Employee Relations:** Oversee employee relations, including labour relations, employee engagement, and workplace culture.
- **Employee Health, Safety and Wellness:** Oversee the development and implementation of related programs.
- **Governance Framework Governance, Policies & Procedures:** Oversee implementation of the board workplan
- **Board Evaluation and Performance:** Oversee performance and evaluation
- **Stakeholder Engagement:** Oversee strategic engagements
- **Compliance and Risk Management:** Identify and mitigate Human Capital and Governance related risks, including compliance risks.

Membership

The Committee shall consist of:

- At least three (3) non-executive Board members including the Board Chairperson who shall not Chair the Committee.
- At least one (1) member of senior management

Meetings

The frequency and procedure of meetings shall be as follows;

- At least once every 3 months and not later than 2 weeks before the scheduled Board meeting, the Committee shall convene a meeting to deliberate on its business.
- A notice of a meeting shall be sent at least 10 days and the Committee pack shall be sent not later than 5 days before the meeting.
- There shall be a Chairperson nominated from the non-executive Committee members
- The Chair of the Committee shall preside over meetings and in their absence, the Committee shall nominate one of its non-executive members to preside over the meeting.
- A quorum shall be constituted by 50% of the Committee members.
- So far as possible, the Committee shall endeavour to reach consensus in making its decisions.
- In the event that there are different opinions on an issue, a decision shall be taken on the basis of a simple majority of the members present at the meeting.

Reporting

The Committee shall report to the Board on its activities and recommendations.

Review and Revision

This Terms of Reference shall be reviewed and revised as necessary.

Confidentiality

Committee members shall maintain confidentiality of all information and discussions related to the Committee's work.

Executive Committee

Establishment

There is hereby established the Executive Committee of the Board of the National AIDS Council of Zimbabwe, whose composition and functions shall be as set out in these terms of reference.

Purpose and Objectives

The Committee is established to assist the Board in overseeing issues of integrity within the Council as well as urgent Board matters.

Scope

The Executive Committee's scope shall be:

- To facilitate decision-making on matters deemed urgent and fall outside the scheduled Board meetings.
- Oversee the development of anti-corruption policy and relevant strategies
- Oversee the communication and implementation of anti-corruption programs
- Ensure compliance with applicable laws, regulations, and organizational policies.

Membership

The Committee shall consist of:

- Chairperson of the Board
- Chairpersons of the Board Committees
- Chief Executive Officer
- Head of Human Resources

Meetings

The frequency and procedure of meetings shall be as follows;

- At least twice in a year and not later than 2 weeks before the scheduled Board meeting, the Committee shall convene a meeting to deliberate on its business.
- A notice of a meeting shall be sent at least 10 days and the Committee pack shall be sent not later than 5 days before the meeting.
- There shall be a Chairperson nominated from the non-executive Committee members
- The Chair of the Committee shall preside over meetings and in their absence, the Committee shall nominate one of its non-executive members to preside over the meeting.
- A quorum shall be constituted by 50% of the Committee members.
- So far as possible, the Committee shall endeavour to reach consensus in making its decisions.
- In the event that there are different opinions on an issue, a decision shall be taken on the basis of a simple majority of the members present at the meeting.

Reporting

The Committee shall report to the Board on its activities and recommendations.

Review and Revision

This Terms of Reference shall be reviewed and revised as necessary.

Confidentiality

Committee members shall maintain confidentiality of all information and discussions related to the Committee's work.