

RESEARCH COUNCIL OF ZIMBABWE



Leadership, Innovation and Development

BOARD CHARTER

2021

Research Council of Zimbabwe

Board Charter

2021

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Research Council of Zimbabwe

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VISION

To be the pivotal leader steering demand-driven research for wealth creation and the sustainable development of Zimbabwe by 2030

MISSION

To contribute to the knowledge economy through promoting, directing, supervising, and coordinating demand-driven research and the translation of research results into goods and services.

CORE VALUES

Innovation

Integrity

Professionalism

Unhu/Ubuntu

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1.0 About the Research Council of Zimbabwe

The Research Council of Zimbabwe (RCZ) was established in 1986 to promote, direct, supervise and coordinate research. RCZ activities are regulated by the Research Act [Chapter 10:22]. One of the major functions of RCZ is to advise Government on issues of research for sustainable development. RCZ also provides an exceptional forum for interaction and discussion for the mutual benefit of Government, academia and industry. In addition, it is a convenient conduit for financial and infrastructural support for collaborative research among research institutes and councils. RCZ's role is that of a catalyst, having identified broad areas of concern, it consults and brings together relevant shareholders, stakeholders and experts to define a programme of work, to seek out sources of funds, receive funds and ensure implementation to achieve measurable outcomes and impact.

The RCZ brings together researchers, industry, commerce, SMEs, entrepreneurs, policy makers and users of research results to receive new scientific knowledge for use in informed decision making and development of goods and services that can compete on the global market.

2.0 Purpose

The Board Charter sets out to outline the mission, authority, rights, responsibilities, and obligations of the RCZ Board of Directors. It provides a concise overview of the roles and responsibilities of the Board of Directors, its powers, separation of roles between the Board and Management to ensure there is no overlap in the designation and execution of these roles. This document is predicated on the provisions of the Public Entities and Corporate Governance Act, [Chapter 10:31] and the Research Act, [Chapter 10:22]. Reference is also made to the Public Procurement and Disposal of Public Assets Act, [Chapter 22:23], and the Public Finance Management Act, [Chapter 22:19].

3.0 Scope

The Board Charter is targeted at the Research Council of Zimbabwe Board of Directors only. Reference may be made to the Office of the Executive Director and Senior Management.

4.0 Appointment of Council Members

Appointment of board members is in compliance with the Public Entities and Corporate Act, [Chapter 10:31], and with the Research Act, [Chapter 10:22].

4.1 Term Limits

An individual cannot be appointed to the RCZ Board, for a term longer than four years. After the first four year term, a further appointment to the same board may only be renewed for one more such term. An individual cannot be re-appointed to the board, if he/she has already served on that board for an aggregate of eight years, whether as two consecutive terms or not.

4.2 Assignment to the Board

An individual cannot be appointed to the Board, if they are already a member of two other such boards of public entities.

4.3 Appointment of Persons Employed by the State to the Board

Subject to the constitution and to any enactment governing the conditions of service of persons in the full time employ of the State, such persons may be appointed to the board of RCZ provided:

- (a) Such persons shall not form a majority of members appointed
- (b) Individuals in fulltime employment of the State may be appointed to the Board, but provided they do not form the majority of members of the Board.
- (c) The Accounting Officer of the Office of the President and Cabinet or Permanent Secretary of any other Ministry may not be appointed to the Board.
- (d) Board members shall be appointed based on their knowledge, experience in administration, management and any other field relevant to the operations and management of RCZ.

4.4 Representativeness of the Board

In appointing Board members, the following principles of representativeness, fairness, and equality shall be observed, but however, all appointments shall be primarily based on merit.

- (i) Equality in the representation of sexes
- (ii) Fair representation of all of Zimbabwe's regions
- (iii) Representation of the appropriate diversity of skills, experience, or qualifications in the fields of law, accountancy, and one or more of the science and engineering disciplines

5.0 Conditions of Service for Executive Board Members

In ensuring fairness and appropriateness in the conditions of service for executive board members, due regard is paid to their qualifications and experience and the functions they are expected to perform.

Conditions of Service shall generally be consistent across Ministries. Model Service Conditions may be formulated and they shall be cognisant of the following:

- (i) The capacity of the public entities concerned to comply with these conditions and the need to ensure that public entities concerned carry out their operations economically, without sacrificing their efficiency and effectiveness, and these model service conditions must be consistent with the Corporate Governance Act or enabling instrument.
- (ii) Model Service conditions may be amended from time, or replaced and these standards of replacement or amendment shall be presented for the approval of Cabinet. Such amendments, if approved, shall be available for inspection at the CGU by members of the public, on the website.

6.0 Role and Functions of the RCZ Board

The role of the RCZ Board is to provide policy direction towards the realisation of the Council's mandate; rally shareholders and stakeholders towards the vision of RCZ through strategic engagement and relationship building; provide strategic leadership, make key appointments and to engage in the continuous monitoring, evaluation and review of Council to ensure it operates within its mandate, as entrusted by Government.

6.1 Appointment of the Executive Director

The Board has the responsibility of appointing the Executive Director, with the approval of the President. Prior to appointment, the Board is obligated to follow due process:

- (i) Publish a newspaper advertisement which has a circulation and readership of at least Harare, - the area in which the RCZ is based. However, the national character of the RCZ prompts the Board to place such as advertisement in a newspaper with national circulation and readership.
- (ii) At least two newspaper advertisements, calling for applications shall be placed.
- (iii) The board shall be responsible for interviewing the candidates

(iv) They shall be responsible for selecting from amongst the interviewees the most suitable for appointment as Executive Director, and they shall ensure the appointment is made on the basis of merit. The board also has the responsibility to ensure that Zimbabwe's regions are represented in Council's management

(v) The post of Executive Director shall not be left vacant for more than six months and in the event that there is a vacancy for one month:

(i) The entity's Deputy Director, if there is one, shall be appointed to act as Executive Director.

(ii) If there is no Deputy Director, a member of the entity's staff or board, is appointed to act as Executive Director, pending the appointment of a substantive Executive Director.

6.2 Appointment of Senior Staff at RCZ

The board shall be responsible for the appointment of senior members of staff of the Research Council of Zimbabwe. In such appointments, the Board shall ensure geographic representation, representation of sexes, but the primary basis being appointment on the basis of merit.

6.3 Conditions of Service of Senior Staff at RCZ

The Board is responsible for fixing the conditions of service for the Executive Director and Senior Staff of the Research Council of Zimbabwe, and this shall be done at properly constituted meetings of the board.

The board also has the responsibility to ensure that there is consistency in staff member's performance contracts, in line with the vision and goals of RCZ. There shall be clarity in communicating any terminal benefits to which staff are entitled to, and these shall be fully recorded in the minutes of meetings at which such conditions are fixed. In making appointments, the board shall ensure fairness of conditions of service, for the Executive Director and Senior Staff, and due regard shall be given to their qualifications, experience and functions which they are expected to perform.

It is important to note that in fixing such conditions of service, Board members do not have the authority to extend loans or credit to the Executive Director and to Senior Staff Members.

6.4 Strategic Plans and Performance Contracts

The Board has the responsibility to draw up the strategic plan for the Research Council of Zimbabwe, and set the Council's objectives for a period of between 2 to 6 years, as they may determine. The Board is also responsible for determining the manner in which the Council is to achieve these objectives and priorities and to strengthen Council's management systems with a view to achieving these objectives and priorities.

Attendant to the crafting of the strategic plan, the board has the responsibility to enter into performance contracts with the Executive Director and Senior Staff members of the Research Council of Zimbabwe. The performance contract shall include the key performance indicators which an individual's performance shall be rated upon, and impediments to peak performance. The performance contract shall prescribe the penalties, including dismissal, suspension, and forfeiture of remuneration of other benefits to be incurred, if the said member of the Secretariat fails to perform his/her duties, efficiently and in accordance with the performance contract.

The Board has the mandate to review the performance contracts of the Executive Director and Senior Staff Members, and in the case of the Executive Director, once every six months, and for senior staff, at intervals as prescribed. The board must ensure that these two categories of staff do not assume office, without having entered into a performance contract.

6.5 Review and Monitoring of Compliance with Strategic Plans and Performance Contracts

The Board of RCZ has the obligation to annually review its current strategic plan and every current performance contract with senior staff members and the Executive Director, and to report the results of these to the Office of the Vice President and Cabinet.

6.6 Submission of Annual Reports

The Board is responsible for submitting to the Office of the Vice President and Cabinet, and within three months of the end of Councils' financial year, the annual report outlining the Council's activities in the preceding financial year. On submission to the Office of the Vice President and Cabinet, the following documents shall accompany the Annual Report:

- (i) A copy of the RCZ current strategic plan
- (ii) Copies of the performance contract for the Executive Director and Senior Staff members
- (iii) Results of the latest reviews of the Strategic Plan and Performance Contracts
- (iv) Any other such documents as required

6.7 Board Performance Contracts

The Board and RCZ shall enter into a performance contract within 2 months of appointment, and this is in accordance with the Public Entities and Corporate Governance Act, [Chapter 10:31]. In the performance of functions and duties, a board member is expected to:

6.7.1 Act honestly;

6.7.2 Exercise a reasonable degree of care and diligence;

6.7.3 Not to make improper use of information acquired by virtue of their board appointment with RCZ, or as an advantage for him/herself and to the detriment of the Council.

Failure to enter into a performance contract within two months of appointment to the board of the Research Council of Zimbabwe, in effect translates to the termination of board membership. Exceptions to such termination are: if the respective board member proves that the failure to enter into the performance contract can be attributed to the undue delay on the part of the Office of the Vice President and Cabinet, or any other person acting on behalf of the Office. Another reason could be that one or more of the provisions of the performance contract was grossly unreasonable such that a board member is justified in refusing to sign it.

Contravention of sections of the performance contract, are grounds for the removal from office.

6.8 The Research Act

The board shall appreciate the Research Act [10:22], the enabling instrument for the Research Council of Zimbabwe, and which provides the national context for the establishment and operations of the Council.

6.9 The board shall act with independence of mind in pursuing the best interests of the Council and the Government of Zimbabwe.

6.10 Oversight of Risk Management Policy

The board shall have an oversight role of risk management and regularly review and assess the effectiveness of the Council's risk management policy.

6.11 ICT Compliance

The board shall ensure that the Council is ICT compliant in terms of requisite skills, knowledge and supportive equipment, and in line with Government's drive towards e-governance.

6.12 Compliance to External Policy Frameworks

The Board shall ensure that the Council complies with all relevant laws, regulations, codes, and frameworks in its day to day operations.

6.13 Ensure Sustainability and Viability of Council

The board shall remain alert to the viability of the Council with regard to its liquidity and its status as a going concern and that the accounting and financial reporting systems are sound.

6.14 Shareholder/Stakeholder Engagement

The Board shall adopt a shareholder/stakeholder inclusive approach that balances their needs and interests, with the best interest of Council.

7.0 Role of Chairman

- (i) To set the ethical tone for the board, providing leadership without adversely affecting the collective responsibilities and individual duties of its members.
- (ii) Oversee the formal succession plan of board members and the Executive Director.
- (iii) Formulate together with the Executive Director, the annual plan of work of the board on the basis of agreed objectives and play an active part in setting the agenda of Board meetings, so as to have a clear understanding of the objectives of the meetings.
- (iv) Preside over Board meetings and ensure that the time devoted to the meetings are used productively.
- (v) Ensure that the information in the Board pack is relayed in simple and understandable language.
- (vi) Encourage collegiality among Board members but without inhibiting candid debate among Board members.
- (vii) Effectively manage conflicts of interest among the Board members in ways which ensure that those concerned recuse themselves from participating in discussions and decisions in which they are conflicted unless they are required to provide specific input during any such discussions.
- (viii) Ensure attendance of chairpersons of committees and liaising with them on committee matters and active participation of them and other board members.
- (ix) Exhibit knowledge, leadership and skill in execution of duties

- (x) Put in place a succession plan for his/her position to ensure continuity and timely refreshment of talent and leadership.
- (xi) Interact with shareholders and stakeholders of RCZ on a need to know basis.

The Chairman has the authority to, and at the request in writing of at least three members, convene a special meeting of Council;

And the notice convening such special meeting shall specify the purpose the meeting

8.0 Conduct of Board Meetings and Operations

The following section outlines the conduct of board meetings.

- 8.1** The Chairman, exercising his leadership shall ensure that meetings shall be held every three months
- 8.2** If the Chairman is unable to exercise his functions as Chairman, and the Vice Chairman notifies the Minister of such, and in writing, the Minister may appoint a member, other than the Vice Chairman to act as Chairman, and that member shall exercise the functions of Chairman
- 8.3** If both the Chairman and Vice Chairman are absent from a meeting, and an acting chairman has not been appointed as stated in item 8.2, members present may elect one from amongst themselves to preside as Chairman at that meeting.
- 8.4** The majority vote shall preside over all matters under discussion, provided there is a quorum
- 8.5** Each member shall have one vote, and in the event of an equality of votes, the Chairman shall have the casting vote, in addition to his deliberative vote.
- 8.6** The board may not meet without a quorum for 90 days, after the number of members appointed to it ceased to constitute that quorum of the board. After the 90 day period, the decisions reached by the board shall cease to have effect, unless they were ratified by a meeting of the board at which a quorum is present.
- 8.7** At least once a year, the board of RCZ shall convene an Annual General Meeting
- 8.8** The following shareholders shall be invited, to include the representatives from the Office of the Vice President and Cabinet, the Accountant-General, representatives of any minority shareholders, the Auditor-General. The AGM shall discuss Council's operations and conduct during the previous financial year and its plans for the next financial year, and any other issues of mutual interest.
- 8.9** At least twice a year, the Board shall meet with the Office of the Vice President and Cabinet to discuss the Council's plans, conduct, board compliance with its strategic plan, and other matters of mutual interest.

9.0 Composition of the RCZ Board

The RCZ Board shall be composed of not less than ten, and not more than 15 board members. The Minister shall appoint one member as Chairman, and one other member as Vice Chairman. The Vice Chairman shall exercise the functions of the Chairman during the periods in which Chairman is unable to exercise such function.

10.0 Criteria for Disqualification to Board

The following criteria disqualify an individual to board membership at RCZ:

- (i) Insolvency or bankruptcy
- (ii) Imprisonment, imposed without the option of a fine for an offence involving fraud or dishonesty, within a period of five years immediately prior to the proposed appointment as board member
- (iii) Is a member of parliament, or was at any time in the period of twelve months ending on the date of the proposed appointment, was a member of parliament

11.0 Vacation from Office

A board member shall vacate office, or the office of the incumbent can become vacant:

- (i) One month after giving notice to the Minister of the intention to resign, or at such as date as agreed by both parties
- (ii) On beginning sentence for a prison term imposed in any country
- (iii) Absence from three consecutive meetings of the board
- (iv) Guilty of conduct which renders the member unsuitable to hold office
- (v) Failure to comply with conditions of office as set by the Minister
- (vi) Is mentally or physically incapable of efficiently carrying out his/her functions as a member
- (vii) A member who has criminal proceedings instituted against him/her

12.0 Quorum

Not less than one –half of all members shall form a quorum.

13.0 Declaration of Interest

As a general principle, board members shall declare interests if he/she has a direct or indirect interest in any matter under consideration by the board. The broad spectrum of interest covers the following areas:

13.1 If a board member owns property **or** has the right to property, or owns a company, or is directly or indirectly associated with the owners of such property which results in the board members' private interests conflicting with their functions as a board member:

13.2 If a board member knowingly acquires or holds direct or indirect interest in any matter that to their knowledge is likely to be the subject matter of a contract between Council and any other person;

This shall be disclosed by the board member and the respective board member shall not take part in the consideration or discussion or vote on any question before the board which relates to any interest, property, or right referred to.

If a senior staff member of RCZ has an interest in an issue, they are prohibited from any dealings with Council in relation to any matter requiring disclosure, except with the written instructions of the board, after the disclosure of the interest concerned.

The board shall request all senior staff members of RCZ to sign, as soon as possible, after their first appointment, a document stating that they are aware of and shall abide by their obligations in this respect, (Disclosures and Declaration of Interest). And in the same manner, the Executive Director shall request all members of the board to sign this document.

Full participation as a board member, complete with the receiving of remuneration, allowances and benefits is conditional upon the signing of these Declaration of Interest. And in the same way, remuneration and allowances for a staff member is conditional upon the signing of this document.

14.0 Minutes of Meetings of the Board

The Board shall cause minutes of all its meetings and all meetings of its committees to be entered in books kept for that purpose. The minutes shall record accurately and fully the proceedings at the meeting concerned and all decisions taken at such meetings.

Minutes signed shall be evidence of proceedings of, and decisions taken at meetings concerned.

The Executive Director shall ensure that a copy of every resolution of the board, signed by the Chairman, is sent to the Office of the Vice President and Cabinet and the Corporate Governance Unit, immediately after adoption.

15.0 Declaration of Assets

Board members are required, within three months of their appointment or re-appointment to the board, to provide a declaration of their assets, listing:

- Immovable property owned, leased or in which a board member has an interest in
- Any item/immovable property exceeding \$100 000 or greater
- Any business owned, or in which a board member has an interest in

Failure to do so shall have negative ramifications, such as disqualification for re-appointment and cessation of board membership.

16.0 Transaction of Business of an Urgent Nature

If it is not practical to hold a meeting of Council, for the transaction of business of an urgent nature, the Chairman shall, after consultation with other members, deal with the business himself. The Chairman is then required to, after dealing with the urgent matter, provide a full briefing to members as to the circumstances and action taken in addressing the matter.

Proposals circulated among all members, and agreed to in writing, by a majority of members, shall have the same effect as a resolution passed as a duly constituted meeting, and such resolutions shall be incorporated into the minutes of the next meeting.

17.0 Board Committees of Council

The Research Act, [Chapter 10:22], provides for the formation of Committees of Council, for the better exercise of its functions.

The Research Council of Zimbabwe has seven committees; four programmatic and three administrative, and these are:

1. National Research Prioritisation and Strategic Planning Committee
2. Research Control and Coordination Committee
3. Research Promotion, Publicity and Resource Mobilisation Committee
4. Foreign Researchers Committee
5. Finance, Administration and Human Resources Committee
6. Audit and Risk Management Committee
7. Remuneration Committee

18.0 Remuneration and Allowances

In ensuring fairness, in the remuneration for non-executive board members of public entities, due regard shall be paid to the member's qualifications and functions they are expected to perform. Furthermore, remuneration shall be reasonably consistent between entities. The Minister may formulate sitting allowances, provide for out of pocket allowances and other payments and benefits compatible with the service as a non-executive board member and these standards shall be applicable to board members of all public entities.

In coming up with remuneration of non-executive board members, the Office of the Vice President and Cabinet shall consult the Minister of Finance and shall take cognisance of the capacity of the Council to comply with these standards- the standards of remuneration applicable to non-executive members of boards of well-managed companies and other entities of similar size that perform similar functions in the private sector, and the need to ensure that public entities concerned carry out their operations economically and without sacrificing their efficiency and effectiveness.

In a nutshell, all standards of remuneration for non-executive members of all public entities shall be consistent with the PECOG Act, (Chapter 10:31], and the Research Act, [Chapter 10:22] and other enabling instruments of the public entities concerned. Remuneration of non-executive board members may be amended from time to time or replaced in recognising fairness and consistency with such standards in other public entities.

Such amendments or replacements may be done through the express written approval of the President, after the line Ministry and Minister of Finance have made such presentations before the President.

18.1 Restrictions on Remuneration

Specifications on remuneration, allowance and benefits shall be gazetted for board members, by the line Ministry, and with approval from the Minister of Finance.

If the line Minister does not respond within 30 days from his/her receipt of the written request, the specifications shall be deemed as correct, and having gone through the process of consultation. And once that notice has been gazetted, no one shall be given an excess amount of the gazetted amount. A person who was being paid an amount in excess of the gazetted amount, shall be entitled to be paid that higher amount for a period of three months, after publication of that notice.

18.2 Extensions of Loans or Credit

RCZ is prohibited from extending a loan or credit or enter into or facilitate any transaction whose net effect is substantially similar to extending a loan or credit to a board member. Any board member who knowingly authorises a loan, extension of credit or transactions in contravention of the former, or a board member who knowingly accepts on his or her own behalf or on behalf of an associate, a loan, extension of credit or transaction shall be guilty of an offence. Additionally and independent of the institution of any criminal or civil penalty proceedings, and property of any description obtained by means of an extension of credit or loan or any such other transactions, whose net effect is substantially similar to an extension of credit or loan shall be deemed, 'tainted property,' and shall constitute a criminal offence.

18.3 Sitting Allowance

A Board member shall not receive a sitting allowance on any amount in respect of attendance without having attended such a meeting, and the meeting being held. This is provided that an appropriate amount may be paid to a member who attends at the venue of a meeting which is subsequently postponed or cancelled. And unless prompt voluntary reimbursement is made of any remuneration, the recipient shall be subject to a surcharge levied in accordance with the third schedule, in the PECO Act, for the recovery of the amount he/she was paid or benefited from through the contravention.

19.0 Board Evaluation

The evaluation shall be based on objective criteria

19.1 The Board led by the Chairman or an independent service provider shall undertake a formal annual evaluation of its own performance, its Committees and consider changes to improve the effectiveness of the Board and its Committees.

19.2 The Chairman shall ensure that the Executive Director is subjected to review, know the criteria used for evaluation, and know the procedures that shall be followed. An evaluation questionnaire shall be distributed in time for the Director to complete prior to the evaluation meeting.

19.3 The analysis of the data and findings thereon shall be done by a neutral service provider.

20.0 Dismissal

The reasons for the dismissal of a board member shall be:

- (i) Guilty of misconduct inconsistent with his/her membership of the entity
- (ii) Has become disqualified for board appointment
- (iii) Where an individual was appointed to the board because of a certain qualification and they no longer have that qualification
- (iv) Failure to comply with the performance contract, and conditions of service
- (v) Whether individually or collectively they have failed to draw up a strategic plan or to comply with its provisions or to attain any material objective set out in the strategic plan
- (vi) Absence, without just cause or without leave of the board or its chairman for three or more consecutive meetings of the board