



MEDICINES CONTROL

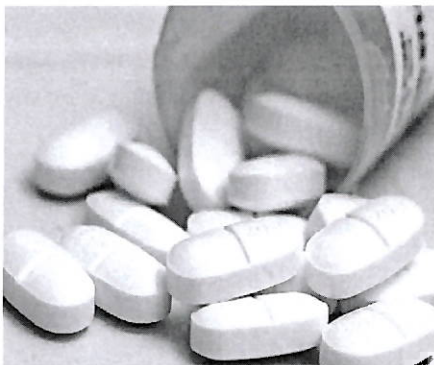
AUTHORITY

OF

ZIMBABWE

(MCAZ)

BOARD CHARTER



MEDICINES CONTROL AUTHORITY OF ZIMBABWE-BOARD CHARTER

"Protecting Your Right To Quality Medicines And Medical Devices"

Written By: Team Consulting

Reviewed by: Legal and Corporate Affairs
Unit

Approved By: Authority


MEDICINES CONTROL AUTHORITY OF ZIMBABWE

BOARD CHARTER

APPROVAL

The Board Charter has been approved for use by:

The Director-General:

Signature: 
R. V. Rukwata (Mr)

Date: 10/05/2024

The Authority Chairperson:

Signature: 
M. Chiware (Dr)

Date: 14/05/2024

MEDICINES CONTROL AUTHORITY OF ZIMBABWE-BOARD CHARTER*“Protecting Your Right To Quality Medicines And Medical Devices”***Written By:** Team Consulting**Reviewed by:** Legal and Corporate Affairs
Unit**Approved By:** Authority**Table of Contents**

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General Provisions

Citation

This Board Charter shall be cited as "the Charter".

Mandate of the Charter

This Charter derives its mandate from the Medicines and Allied Substances Control Act (MASCA) [Chapter 15:03], “the Act” which, among others, provide for the establishment of the Authority, Committees and the Secretariat.

Objectives

1. To create a conducive environment and promote efficiency and effectiveness of the Authority by:
 - i. Ensuring continued improvement in internal organizational performance and maintaining sustainable operations;
 - ii. Facilitating accurate identification and management of risks;
 - iii. Promoting improvement in internal transparency and accountability, responsiveness and probity;
 - iv. Strengthening public confidence in the operations of the Authority;
 - v. Ensuring introduction of efficient and effective value-adding systems; and
 - vi. Offering opportunities for self-criticism, thereby facilitating self-improvement.
2. To guide the Authority in performing its oversight role as well as spell out its organs and rules of procedure in meetings in accordance with the Act and corporate governance principles and best practices.
3. To respond to the regulatory challenges placed on the members of the Authority to fulfil the Medicines Control Authority of Zimbabwe (MCAZ) mandate of ensuring the availability, at all times, of essential, efficacious and cost-effective *medicines* to the entire population of Zimbabwe, as a means of providing satisfactory healthcare and safeguarding the appropriate use of medicines.¹
4. To ensure high ethical and professional standards which are a pre-requisite for good governance, accountability and improvement of the MCAZ image.

Scope

1. This Charter applies to all members of the Authority and Committees.
2. This Charter covers the conduct of business and rules of procedure of the Authority in the execution of its oversight role within the realm of good corporate governance.

¹ The use of the word drug was done away with when the organization changed from DCC to MCAZ

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3. This Charter does not apply to the MCAZ secretariat and employees whose roles, responsibilities and rights are as provided for under the Human Resources Policy document.

Responsibility for implementation

1. The Authority is responsible for approving the Charter.
2. The Minister is responsible for authorization of the Charter.
3. The Secretariat is responsible for reviewing and justifying any changes to this Charter that may be proposed at any time.
4. All members of the Authority are responsible for reading and understanding this Charter in order to know their responsibilities, accountability, rights and limits.
5. The Chairperson of the Authority, jointly with the Director General are responsible for interpreting the provisions of this Charter and ensuring its effective and consistent application.

Revision and amendment

1. Any member of the Authority or Committee may, with justification, request in writing to the Secretariat, for change(s) or amendment to the Charter.
2. The Charter may be amended any time, as and when necessary (i.e., as the Authority becomes aware of changes in governance practices or legislative changes that require changes to any provision in the Charter), by the Secretariat and thereafter submitted for consideration and approval by the Authority.
3. This Charter shall be revised every two years from the effective date indicated in the footer, as per the requirement of the Quality Management System, to ensure its continued adequacy and suitability, even if there is no change or amendment to be done.
4. Any change, revision or amendment in this Charter shall be implemented only after the change, revision or amendment has been documented and authorized by the Minister.

Distribution

1. Controlled hard copies to members of the Authority, Committees and the Director-General.
2. Controlled electronic copies shall be availed to Heads of Departments of MCAZ on the shared folder on the MCAZ intranet.
3. Controlled electronic copies shall be availed to the Ministry of Health and Child Care (MoHCC) on the shared folder on the MoHCC server.
4. Controlled hard copies shall be availed to Heads of Departments and Units that do not have access to the shared folders mentioned in 3.8.2 and 3.8.3 above.

Service of Documents

Any notice or other document may be served on the Authority by delivering it physically or electronically to the Director-General.

MEDICINES CONTROL AUTHORITY OF ZIMBABWE-BOARD CHARTER*"Protecting Your Right To Quality Medicines And Medical Devices"***Written By:** Team Consulting**Reviewed by:** Legal and Corporate Affairs
Unit**Approved By:** Authority**Definition of Terms Used in the Charter**

Act	Medicines and Allied Substances Control Act [Chapter 15:03]
Co-opted member	An expert in a specialized field invited to attend a meeting(s) of a Committee or a Working Group, as deemed necessary, with approval by the Authority.
Minister	Minister responsible for Health & Child Care
Quorum	The majority of Authority voting members (half plus one) that must be present at MCAZ, Committee or Working Group meeting for it to be duly constituted so as to take a binding decision.
Resolution	Decision of MCAZ, Secretariat, Committee or Working Group arrived at by consensus at a duly constituted meeting of the respective body.

MEDICINES CONTROL AUTHORITY OF ZIMBABWE-BOARD CHARTER*"Protecting Your Right To Quality Medicines And Medical Devices"***Written By:** Team Consulting**Reviewed by:** Legal and Corporate Affairs
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MoHCC	Ministry of Health and Child Care
MASCA	Medicines and Allied Substances Control Act (Chapter 15:03)
DDA	Dangerous Drugs Act (Chapter 15:02)
DCC	Drugs Control Council
MCAZ	Medicines Control Authority of Zimbabwe
DG	Director-General
ZRDCL	Zimbabwe Regional Drug Control Laboratory
ToR	Terms of Reference

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1 CHAPTER ONE – Introduction

1.1 Institutional Background

The Medicines Control Authority of Zimbabwe (MCAZ) is a statutory body established by an Act of Parliament, which is the Medicines and Allied Substances Control Act (MASCA) [Chapter 15:03]. MCAZ is the successor of the Drugs Control Council (DCC) and the Zimbabwe Regional Drug Control Laboratory (ZRDCL).

1.1.1 The **vision** of the organisation

To be an effective and efficient regulator for medical products and allied substances in Zimbabwe, and a comparative regulator globally².

1.1.2 The **mission** of the organisation

To ensure access to safe, effective and good quality medical products and allied substances for the protection of public and animal health.³

1.1.3 The **mandate** of the organisation

The mandate of MCAZ is to protect public health by ensuring that medicines and medical devices on the market are safe, effective and of good quality.

1.1.4 The **values**: The core of what the organisation is and what the organisation cherishes.

- i. **Customer Focus** – Being reliable, responsive to needs, communicating and creating a conducive environment.
- ii. **Integrity** – Being ethical, professional, objective, honest and adhering to moral values.
- iii. **Continuous Improvement** – The ability to be responsive and adapt policies, systems and processes.
- iv. **Accountability** – Taking full responsibility for our actions.
- v. **Innovation**- Being innovative in our problem solving.
- vi. **Teamwork**-Being collaborative, working together as one entity in pursuit of defined outcomes.

² Changed as per the current strategic plan (2022-2026)

³ Changed as per the current strategic plan (2022-2026)

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1.1.5 **The Legal Framework** of the organization

- i. The Medicines and Allied Substances Control Act (MASCA) [Chapter 15:03] and Regulations
- ii. The Dangerous Drugs Act [Chapter 15:02] and Regulations
- iii. Labour Act (Chapter 28:01)
- iv. Labour Act (National Employment Code of Conduct) Regulations 2006 SI 15 of 2006
- v. Single Convention on Narcotics Drug 1961
- vi. Convention on Psychotropic Substances 1972
- vii. Convention against the Illicit Traffic in Narcotics and Psychotropic Substances 1988

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2 CHAPTER TWO – The MCAZ Corporate Governance

2.1 Corporate Status

MCAZ is a corporate body with perpetual succession and may sue or be sued in its corporate name. The Chairperson is the leader of the Board while the Director-General is the leader of Management.

2.2 The Role of the Responsible Minister

2.2.1 The responsible Minister shall ensure that;

- i. Only competent and reliable persons with appropriate knowledge, skills and expertise are appointed to the Board;
- ii. The Board is refreshed on a regular basis bringing new and sound viewpoints into discussions and decision making;
- iii. The Board is held accountable and responsible for the efficient and effective governance of the organisation;
- iv. The organisation acts as a good corporate citizen;
- v. The organisation complies with all applicable laws;
- vi. The level of remuneration for members of the Board is sufficient to attract and retain the quality and caliber of individuals needed to run the organisation successfully.

2.2.2 The Responsible Minister shall;

- i. Appoint members of the Board in terms of the Public Entities and Corporate Governance Act (Chapter 10:31)⁴;
- ii. Foster constructive relationship with the Board to facilitate the success and sustainability of the organisation;
- iii. Review the composition of the Board where the Board does not perform to expectation or in accordance with the mandate of the organisation, and
- iv. Respect the fiduciary duties of the members of the Board.

2.3 MCAZ’s Composition and Structure

2.3.1 In terms of Section 4 of the Act the MCAZ Board shall be composed of not less than eight and not more than twelve members as may from time to time be determined and appointed by the Minister.

⁴ The Public Entities and Corporate Governance Act (Chapter 10:31) (“PECOGO”) and the Medicines and Allied Substances Control Act (Chapter 15:03) (“MASCA”) conflict on the issue of tenure of office of Board Members. However PECOGO takes precedence. Section 11 of PECOGO is instructive.

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- 2.3.2 Of the members appointed in terms of subsection 2.2.1
- i. one shall be a medical practitioner engaged in general medicine practice, chosen by the Minister; and
 - ii. one shall be a veterinary surgeon, chosen from a list of not less than three names submitted by the Council of the Veterinary Surgeons of Zimbabwe; and
 - iii. one shall be a pharmacist who is not an officer of the Ministry for which the Minister is responsible of, chosen from a list of not less than three names submitted by the Pharmaceutical Society of Zimbabwe; and
 - iv. one shall be a medical officer of health for a local authority, chosen from a list of not less than three names submitted by the Urban Councils Association; and
 - v. one shall be a registered legal practitioner of not less than five (5) years' standing; chosen from a list of not less than three names submitted by the Law Society of Zimbabwe; and
 - vi. one shall be a medical practitioner who is a specialist physician; and
 - vii. one shall have special knowledge of the action and application of medicine; and
 - viii. one shall be an officer of the Ministry for which the Minister is responsible who is either a pharmacist or a medical officer.
- 2.3.3 The Minister shall designate one member as Chairperson of the Authority and another member as Vice Chairperson of the Authority and the Vice Chairperson shall exercise the functions and powers and perform the duties of the Chairperson during any period that the Chairperson is unable to exercise his functions.⁵
- 2.3.4 Provided that the Minister shall not designate a member who is in the full time employment of the State as Chairperson of the Authority.
- 2.3.5 If any organisation referred to in subsection (2) fails or refuses to submit a list of nominees for appointment to the Authority when required to do so by the Minister, the Minister may appoint any person to represent the organisation, and the person so appointed shall hold office as a member in all respects as if he had been duly nominated and appointed in terms of subsection (2).
- 2.3.6 If any organisation referred to in subsection (2) ceases to exist, the Minister shall obtain a list of names for the purposes of that subsection from such other organization as the Minister recognizes as the successor to the first mentioned organisation.

2.4 Conditions of Office of Members

The terms of conditions of members shall be in accordance with section 1 of the Public Entities and Corporate Governance Act (Chapter 10:31).⁶

⁵ This provision was taken from section 4(3) of MASCA. However, the words in bold and italics had been omitted.

⁶ MASCA and PECOGO are in conflict with regard to the tenure of office of Board Members. However, PECOGO takes precedence.

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2.5 Inauguration of members of the Authority

- 2.5.1 It shall be the responsibility of the Director-General to provide new members with a copy of the following documents:
- i. Medicines and Allied Substances Control Act (15:03) and Regulations;
 - ii. The Dangerous Drug Acts (Chapter 15:02) and Regulations;
 - iii. The Public Entities and Corporate Governance Act (Chapter 10:31);
 - iv. The MCAZ Five Year Strategic Plan and Updated Work Plan for the year;
 - v. Executive Committee Terms of Reference and any other relevant Terms of Reference of the respective Committee;
 - vi. MCAZ Code of Ethics;
 - vii. Minutes of the previous three (3) meetings of the respective Committee; and
 - viii. Any other relevant documents.

2.6 MCAZ Board, Executive and Expert Committees

2.6.1 Committees of Authority (See Section 11 of the Act)

- i. For the better exercise of its functions and powers, the Authority shall establish an Executive committee, the function of which shall be to exercise any powers of the Authority between meetings provided that –
 1. the Executive committee shall not, save in so far as the Authority otherwise directs, have power to set aside or vary any decision of the Authority;
 2. any action taken by the Executive committee shall be reviewed by the Authority at its meeting next after such action is taken;
- ii. The Chairperson of the Authority or of a Committee may, at any time and at any place, convene a meeting of that committee.
- iii. The procedure of a Committee shall be fixed by the Authority.
- iv. On the establishment of the Executive committee, the Authority shall appoint;
 1. to that committee such members of the Authority as it thinks fit.
 2. A committee other than the Executive committee or Laboratory, the Authority-
 3. thereto at least one member of the Authority who shall be the Chairperson of that committee;
 4. may appoint thereto persons who are not members of the Authority."

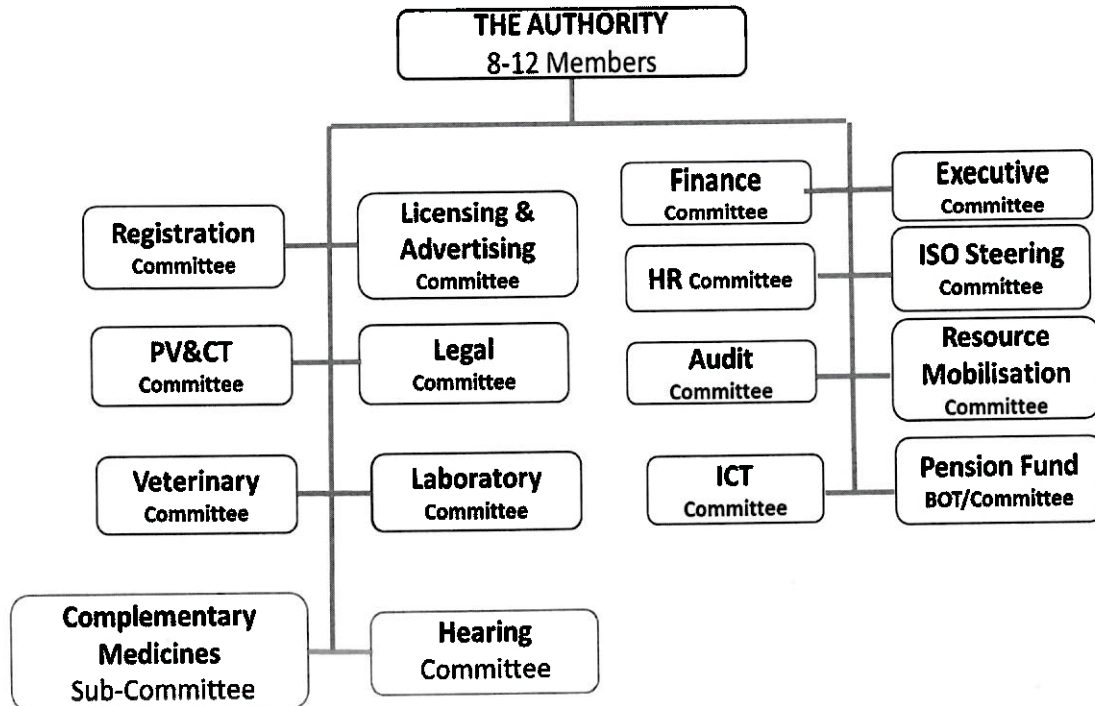
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2.6.2 Committee Membership-

- i. The Committee membership shall be guided by the MCAZ Committee ToRs.
- ii. A Committee member will cease to be a member if he/she;
 1. Resigns from the Committee;
 2. Fail to attend three (3) consecutive meetings **without just cause**⁷ and without providing apologies to the Chairperson of the Committee;
 3. Breach confidentiality;
 4. Becomes mentally or physically incapable of efficiently performing their duties;
 5. Is found guilty of improper conduct; or
 6. Is disqualified in terms of Section 6 of the Act.

2.7 Roles of the Committees

2.7.1 The Terms of Reference (ToRs) for Committees' roles, functions, reporting procedures and authority must be clear. Broadly the role of the Committee is to provide strategic direction and advice to the Authority on all strategic issues and any other emerging issues that should be brought to the attention of the Authority, specifically the role is to:

⁷ Section 16 of the Public entities and Corporate Governance Act (Chapter 10:31)

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- i. Focus on specialized Area of Responsibility e.g. Audit/Internal controls, Remuneration, Nomination, Finance and Risk. (See Para 3.1.2 of Corporate Governance Framework for State Enterprises and Parastatals supra Page 15).
- ii. Ensure transparency and full disclosure to MCAZ.
- iii. Provide independent professional advice.

2.8 Conflict of Interest

2.8.1 In this Part “immediate family member” means:

- i. a spouse, de facto partner, child, parent, grandparent or sibling of the member, or
- ii. a child, parent, grandparent, grandchild or sibling of a spouse or de facto partner of the member.

2.8.2 A member of the Committee shall disclose any direct or indirect pecuniary interest that their immediate family members have, or are likely to have which may conflict with their duties as Members of the Committee.

2.8.3 A member of the Committee shall not take any part in the consideration of, vote on, any issues before the Committee which relate to any matter in which they or their immediate family members have, or likely to have, a direct or indirect interest.

2.8.4 The declaration shall be made on the Conflict Of Interest & Confidentiality Solemn Undertaking Form (See Form attached in Appendices).

2.9 MCAZ Functions

2.9.1 MCAZ’s core functions are derived from the Act and provide clarity on the activities that the organisation must undertake as detailed below:

- i. Authorization and control of clinical trials;
- ii. Registration of both human and animal medicines and medical devices;
- iii. Licensing and controlling premises and persons handling medicines;
- iv. Safety monitoring of medicines and medical devices;
- v. Import/export control;
- vi. Quality control of medicines and medical devices.
- vii. Management of Dangerous Drugs Act and Regulations and international conventions on behalf of the Minister;
- viii. Control of Narcotic drugs and Psychotropic Substances;
- ix. Provision of Medicines Information and promotion of rationale use of medicines;
- x. Monitoring of medicines utilization and Adverse Drug Reaction;
- xi. Inspection of pharmaceutical premises and distribution channels; and
- xii. Training of evaluators, GMP inspectors and analysts.

2.9.2 In executing the above functions, the Authority shall be responsible for the following duties:

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- i. Approving policies and strategic plans so as to determine the overall strategic direction, strategic objectives and the necessary controls;
- ii. Approving annual work plans and budgets;
- iii. Approving systems and guidelines;
- iv. Lobbying, advocacy and resource mobilization so as to ensure the financial sustainability of MCAZ;
- v. Approval of annual audited accounts;
- vi. Approval of investments, acquisition and disposal of Authority assets;
- vii. Opening of bank accounts and appointment of signatories thereto;
- viii. Appointing officers and employees of MCAZ in accordance with the provisions of the Human Resource Policy, as and when necessary, so as to provide timely, reliable and the highest standard of drug regulatory services; and
- ix. Overseeing the performance of MCAZ.

2.10 Performance Evaluation

- 9.10.1 The Executive Committee shall conduct an annual performance evaluation of every Committee Chairperson and Committee members.
- i. The evaluations shall compare the performance of the Committee with the Terms of Reference.
 - ii. The performance evaluation shall also recommend to the Board, any revisions to the Committee's Terms of Reference deemed necessary or desirable by the Committee.
 - iii. The performance evaluation by the Committee shall be conducted in such a manner as the Committee deems appropriate.
 - iv. The report to the Authority may take the form of oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make such report.
 - v. The Executive Committee shall conduct a performance evaluation of the Director-General once a year.

2.11 Induction and Training

- 2.11.1 A member of the Authority shall undergo a formal induction programme aimed at deepening his/her understanding of the Authority, its vision, mission, strategic objectives and activities, the environment and the industry in which the Authority operates.
- 2.11.2 A member of the Authority shall undergo formal training in corporate governance and any other relevant training programme, as shall be determined by the Chairperson of the Board.
- 2.11.3 Workshops, seminars, conferences and study visits may be organised to expand members' appreciation of their roles and responsibilities, as shall be determined by the Committee and approved by the Board.
- 2.11.4 Induction and training shall be compulsory for all new members of the Authority.

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3 CHAPTER THREE – Board Business and Practice

3.1 Board Meetings

- 3.1.1 The Board shall hold a minimum of four meetings in any calendar year. The Board Chairperson may call special meetings to respond to any particular circumstances that may arise in between the scheduled meetings.
- 3.1.2 The Board in consultation with the Director-General shall prepare an Annual Plan and an Annual Calendar. The Plan shall set forth general items to be considered during the year.
- 3.1.2 A copy of the Annual Plan shall be made available to the Responsible Minister.

3.2 Agenda

- 3.2.1 A meeting of the Board shall have the following items on the Agenda.
- i. Welcome Remarks;
 - ii. Notice of the meeting;
 - iii. Apologies;
 - iv. Confirmation of agenda items;
 - v. Declaration of Interests;
 - vi. Confirmation of previous minutes;
 - vii. Matters Arising;
 - viii. Director-General's Report;
 - ix. Finance Matters;
 - x. Review of Committee Meeting Minutes from the various Committees;
 - xi. Correspondence;
 - xii. Date of next meeting.

3.3 Notice of a meeting

- 3.3.1 Members of the Board shall be given notice of at least five days for an ordinary Board meeting, which shall include, but not limited to the following pre-meeting reading materials:
- i. the meeting agenda.
 - ii. the minutes of the previous meeting;
 - iii. a report and action update report from the Director-General;
 - iv. summaries and reports.

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3.3.2 Notice of three working days shall be given for an extra-ordinary Board meeting.

3.3.3 Notice of Board meetings shall be delivered to members by hand and/or electronic mail.

3.3.4 Upon receipt of a notice for a Board meeting, a member shall acknowledge receipt and confirm availability at least two days prior to the day of the meeting.

3.4 Matters to be discussed during a Board Meeting

Members of the Board shall bring the circulated agenda and other relevant documents to the meeting.

3.5 Quorum of a meeting

A quorum of at least fifty percent (50%) plus one member shall constitute a quorum.

3.6 Order of Business

3.6.1 The Chairperson shall verify if the quorum is realised before opening the meeting.

3.6.2 If the quorum is not realised 15 minutes after the time set for the commencement of the meeting, the starting time of the meeting shall be reset at 15 minutes after the initial time; and should the members present not form a quorum, the meeting shall be postponed to an appropriate date as shall be agreed upon by the Chairperson and the Director-General.

3.6.3 In the absence of the Chairperson of the Board, the vice chairperson shall chair the meeting.

3.6.4 Draft minutes of the previous meeting shall be reviewed, confirmed and thereafter signed by the Chairperson and the Secretary, before deliberating on new items.

3.6.5 Decisions of the Board shall be by consensus, as shall be determined by the Chairperson.

3.6.6 Where a decision cannot be reached by consensus, the dissenting view shall be recorded and the matter put to vote.

3.6.7 In all cases, where the matter is put to vote, voting shall be by show of hands. If there is a tie, the Chairperson shall cast a deciding vote to break the tie.

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- 3.6.8 During a meeting, the Chairperson shall summarise what has been decided by the Authority to check and ensure that there are no misunderstandings, and for inclusion in the minutes, as a true and correct record.
- 3.6.9 A member of the Board may participate in a meeting by means of audio-visual (e.g. video conferencing or Skype) communication system.
- 3.6.10 A member participating through the audio-visual communication system shall be deemed to be present at the Board meeting.

3.7 Adjournment of a meeting

- 3.7.1 The Chairperson of a meeting may, if circumstances so demand and with the consent of the members, adjourn the meeting from time to time and from place to place.
- 3.7.2 The unfinished business of an adjourned meeting shall take precedence over any other business on the resumption of the meeting.
- 3.7.3 It shall not be necessary to give notice of resumption of an adjourned meeting, except to members who were absent with apology.
- 3.7.4 Notice for the adjourned meeting shall be in line with the time of the adjournment.

3.8 Annual General Meeting

At least once a year, the board shall convene an annual general meeting in compliance with section 33 (3) of the Public Entities Corporate Governance Act (Chapter 10:31).

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4 CHAPTER FOUR – Duties and Responsibilities of Members of the Board

4.1 Duties of the Chairperson

- 4.1.1 The Minister appoints two (2) members of the Authority as Chairperson and Vice-Chairperson in terms of Section 4 of the Act who should not be in the full-time employment of the State.
- 4.1.2 In terms of the Act as read with best practices, the Chairperson of the MCAZ and in his absence, his/her vice-chairperson:
- i. Should lead the Board in discussion, reasoning and decision making.
 - ii. Directs Board meetings and if a chair of the Committee, Committee meetings.
 - iii. Must have an input in the finalization of the agenda.
 - iv. Must be a good listener, must be the last person to enter in the debate and the last person to express a view on an issue.
 - v. Must liaise with the Chairpersons of every MCAZ Committee
 - vi. Must facilitate meetings at least once a year of directors without Management, being present to discuss performance issues concerning the Director-General.
 - vii. Must communicate with the Ministry and other stakeholders where necessary.
 - viii. Must ensure that the Board regularly evaluates itself.

4.2 Duties of the Director-General

- 4.2.2 The Director-General, in terms of the Section 26 of the Act-
- i. Is responsible for the management of MCAZ’s affairs, employees and property, but subject to the MCAZ’s Board control and direction;
 - ii. Is MCAZ’s accounting officer in terms of the Public Finance and Management Act (Chapter 22:23);
 - iii. Convenes and maintains records of meetings as MCAZ’s Board Secretary;
 - iv. Should develop strategies, policies, budgets and business plans for consideration and approval by MCAZ Board;
 - v. Should run the entity efficiently and effectively in accordance with strategic decisions of the Board;
 - vi. Ensures that MCAZ’s daily operations are appropriately controlled;
 - vii. Builds a management team for MCAZ;
 - viii. Represents MCAZ at stakeholder meetings, including the media.

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4.3 Duties of the Board

4.3.1 The Board performs the following duties:

- i. Determines the Authority's purpose (vision and mission) and values known as the corporate objective statements;
- ii. Sets the strategy to achieve the purpose of the Authority;
- iii. Exercises leadership, enterprise and integrity for the Authority to attain its objectives;
- iv. Ensures establishment of systems (procedure, policies and practices) to protect the assets and the reputation of the Authority;
- v. Approves, monitors and evaluates the implementation of strategies, policies and business plans;
- vi. Identifies key risk areas and key performance indicators in order to generate stakeholder confidence;
- vii. Ensures that technology and systems used by the Authority are adequate to run its business operations;
- viii. Ensures that the Authority complies with all relevant laws, regulations and best business practices;
- ix. Establishes succession plans for executive Authority members and other Senior Management;
- x. Regularly assesses the Board's performance and effectiveness as a whole and that of individual Board members;
- xi. Ensures the production of an annual report of MCAZ's activities for submission to the Minister.
- xii. Must account for its performance to stakeholders, at least once a year.

4.4 Responsibilities of Board Members

4.4.1 The responsibilities of the Board members are to-

- i. Ensure that there is no conflict between his/her interests and those of the Authority.
 - ii. Act in the best interests of the Authority at all times.
- 4.4.2 The responsibilities referred to in clause 5.4.1 shall also apply to Committee members.

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5 CHAPTER FIVE – Conduct of Board Members

5.1 Standards of conduct

5.1.1 These standards of practice, including standards of ethical conduct and business ethics, establish the minimum set of conduct expected and required of the members of the Authority and Committees. These standards are not intended to be exhaustive. They are an addition to any other applicable laws and regulations.

5.1.2 The standards of ethical conduct and business ethics for the Authority provide guidance to members to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct and help preserve MCAZ’s culture of honesty and accountability.

5.2 Code of Ethics

5.1.3 The following code of conduct sets out the practice required of a Board member and a Committee member:

- i. Strive to achieve the highest ethical and performance standards in carrying out Authority duties;
- ii. Uphold the honor and dignity of the Authority and avoid association with any doubtful enterprise or apparent conflict of interest;
- iii. Perform duties in a manner that will ensure independence from outside influence and interest, which would otherwise compromise his/her ability to render a fair and impartial opinion regarding any matter before him/her;
- iv. Perform duties diligently, honestly and impartially to avoid circumstances that may lead to conflict of interest;
- v. Promptly disclose to the Authority any interest in any business related to MCAZ which may affect the objectivity in his/her work or mediation;
- vi. Make decisions in accordance with authorized standard rules of procedure;
- vii. Protect and promote the interests of the Authority to the best of their ability and knowledge, recognizing that the MCAZ has placed trust and confidence in them;
- viii. Make every effort to uphold, maintain and improve the integrity and reputation of the MCAZ.
- ix. Undertake to represent their personal views with the best interest of MCAZ in mind.
- x. Not use his/her position for personal gain;
- xi. Maintain confidentiality whenever accessing confidential information as a result of his/her involvement in MCAZ business;
- xii. Assess facts quickly, take rational and sound decisions without delay;
- xiii. Not solicit, force or accept bribes from a person whom MCAZ is dealing with either by doing so directly or through a third party;

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- xiv. Not receive presents in form of money, entertainments or any service from a person that may be regarded as geared to compromising their integrity;
- xv. Disclose fraud or abuse of power and corruption to the relevant organ of the Authority;
- xvi. Ensure that the property of the customers and the Authority are not used for private gain;
- xvii. Endeavour to avoid any actions that create an appearance and circumstances that may violate any law, regulation or standard as determined from the perspective of a reasonable person with the knowledge of the relevant facts;
- xviii. Adhere to the laid down laws, regulations, rules and standard operating procedures in executing their functions.
- xix. to acquire new knowledge, skills and information continuously and use them in the best interests of MCAZ;
- xx. Use courteous language;
- xxi. Maintain personal hygiene and dress in respectable attire in accordance with acceptable norms.

5.3 Declaration of interest at a meeting

- 5.3.1 Any member of the Authority having a direct or indirect interest on a matter to be considered or decision to be made in an Authority meeting shall be obliged to disclose the nature of that interest at the meeting.
- 5.3.2 The members present shall assess the declaration made and the outcome of the assessment shall be authorized by the Chairperson and also recorded in the minutes of the meeting or report of the meeting, as the case may be.
- 5.3.3 If the declaring member or a majority of the members are of the view that the member's interest will influence his/her judgment, then the member shall leave the meeting and not participate in the deliberation or the decision on the subject.
- 5.3.4 Where the members are of the view that the declaring member's expertise and experience are necessary for the deliberation of the matter, they may permit m/her to participate, as they deem appropriate but the member shall leave the meeting and not participate in the deliberation or the decision on the subject.
- 5.3.5 Where the members are of the view that the declaring member's expertise and experience are necessary for the deliberation of the matter, they may permit m/her to participate, as they deem appropriate. However, he or she shall not vote on the matter in question and he or she shall leave the meeting and will not participate in the final decision making of the matter.

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5.4 Conduct

- 5.4.1 Standards of conduct shall require a member, in the discharge of his/her duty, to:
- i. act honestly, transparently and carefully;
 - ii. not exceed powers entrusted to him/her as stipulated in the Act;
 - iii. perform Authority duties at Authority meetings or meetings of Committees;
 - iv. act in the interests of the Authority, and be bound to protect those interests at all times;
 - v. disclose his/her interests in any matter being discussed by the Authority and/or affecting the Authority generally;
 - vi. abstain from participating on a matter in which s/he has a personal interest; and
 - vii. exercise his/her duties without undue influence or consideration.
- 5.4.2 Members are encouraged to either switch off or put their cellphones on silent mode as a measure to limit disruptions during the Authority meetings.
- 5.4.3 Declare any conflict of interest (actual or perceived) that may arise in the course of performing his/her duty.
- 5.4.4 A member shall refrain from accepting any hospitality that might be viewed as having an influence in making a business decision.

5.5 Gifts and benefits

- 5.5.1 A Board member may accept a gift given while on official duty only under the following circumstances:
- i. where the value of the gift does not exceed One Hundred United States Dollars (US\$100);
 - ii. where it is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together; and
 - iii. where the exchange is lawful and in accordance with the donor's protocol and/or local ethical practice and standards.
- 5.5.2 Where a gift is accepted with a value which exceeds US\$100, the gift shall become the property of the Authority.
- 5.5.3 All gifts received must be reported to the Chairperson and recorded in the gifts received logbook (listing recipient, estimated value, date, etc.), including gifts, which meet the above criteria and can be kept by the recipient. The log will be maintained for audit purposes.
- 5.5.4 Gifts, which do not meet the above criteria, shall become the property of the Authority and be kept by the Chairperson for declaration at the next sitting of the Authority.

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- 5.5.5 The Authority shall issue acknowledgement to the donor for all gifts declared to the Authority meeting.
- 5.5.6 A member shall not personally commit the Authority or give a gift, charitable donation or political contribution on behalf of the Authority without express authorization from the Chairperson.
- 5.5.7 Any member who accepts a gift and fails to disclose it, compromises his/her integrity and contravenes the Authority Code of Conduct.

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6 CHAPTER SIX – Minutes of the Board and Committee Meetings

6.1 Recording of minutes

6.1.1 Minutes shall be taken by the Director-General or his/her designate in the standard format.

6.2 Confirmation of minutes

6.2.1 The Director-General shall circulate the minutes to all members prior to the next meeting.

6.2.2 Minutes of the Board shall be confirmed during the meeting or at the next meeting, and signed by the Chairperson and the Secretary in the presence of the other members.

6.2.3 The signed minutes shall serve as an official record of the Authority or Committee meeting.

6.2.4 The minutes of each meeting shall include:

- i. attendance;
- ii. record of declarations of interest made;
- iii. record of actions agreed and responsibilities given; and
- iv. record of decisions or resolutions made for each submission considered, together with details of any conditions to approved submissions, and reasons for any rejection or deferment.

6.3 Monitoring Authority decisions / action items

6.3.1 The Director-General shall monitor the status of actions determined at Board meetings and shall follow-up with all persons assigned responsibility for implementation to determine their status or completion.

6.3.2 Members of the Board shall receive a status report from the Director-General on or before the day of the meeting of the Board, detailing an action update.

6.3.3 The status report shall include the Authority resolutions, the action(s) taken and by whom, and the outcome or lack thereof, and any other significant development in the Authority.

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6.4 Validity of Board proceedings

6.4.1 Section 15 of the Act states that no decision or act of the Board or act done under the authority of the Authority shall be invalid by reason only of the fact that;

- i. the Board consisted of less than the minimum number of persons for which provision is made in subsection (1) of section four; or
- ii. the various members did not satisfy the requirements of subsection (2) of section four; or
- iii. a disqualified person acted as a member at the time a decision was taken or the act was done or authorized;

6.4.2 If the decision was taken or the act was done or authorized by a majority vote of the persons who at the time were entitled to act as members.

6.5 Reporting system

6.5.1 The Committees shall formally report to the Board on all their proceedings and on all matters within their responsibility.

6.5.2 The chairpersons shall submit to the Board for consideration, approval or for information, reports properly documented in the standard format at least once every quarter.

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7 CHAPTER SEVEN – Performance Evaluation of the Board

7.1 The evaluation process

- 7.1.1 The Authority shall each financial year undertake an evaluation of its performance against set performance targets and standards to determine the extent to which it is exercising its oversight role.
- 7.1.2 In evaluating its performance, the Board shall apply an evaluation approach which includes the following:
- i. Evaluation of the Board on its oversight role as a whole by all its members individually;
 - ii. Evaluation of the Board on how it conducted itself, as a whole, by all its members individually;
 - iii. Individual self-evaluation of Board member;
 - iv. Feedback to the Chairperson by all members of the Board, individually, on how s/he executed the duties of the chairperson.
- 7.1.3 The evaluation process shall be facilitated by an independent external person with expertise in governance and evaluation. He or she will collate the data and discuss the results with the Chairperson and the Board as a whole as applicable.
- 7.1.4 Evaluation shall be done using the standard performance evaluation form (refer to *Authority Performance Evaluation Form DGF 02*).

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8 CHAPTER EIGHT – Authority Relations

8.1 The Board and Minister Relations

- 8.1.1 The Board reports to the Minister responsible for health.
- 8.1.2 The Authority develops work plans and budgets for each financial year and submits them to the Minister for approval.
- 8.1.3 The relationship between the Minister and the Board shall be governed by a written performance agreement between the Minister and the Board. It is the responsibility of the Minister to ensure that the agreement is developed and signed.

8.2 The Board and Auditor-General relations

- 8.2.1 In accordance with Part VIII of the Public Finance Management Act-;
 - i. The accounts of the Authority shall, in respect of each financial year, be audited by the Auditor-General or an auditor appointed by him or her.
 - ii. The Authority shall ensure that within two months after the end of the financial year a statement of account is submitted to the Auditor-General for auditing.
 - iii. The Auditor-General and any auditor appointed by him or her shall have access to all books of accounts, vouchers and other financial records of MCAZ and shall be entitled to have any information and explanation required by him or her in relation to those records.

8.3 Authority relations with other stakeholders

- 8.3.1 The Authority shall maintain good relations with its stakeholders.

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9 CHAPTER NINE – Allowances and benefits for Members of the Board

9.1 Allowances and benefits

- 9.1.1 The Chairperson and the Members of the Board shall be entitled to allowances and benefits at rates approved by the Minister from time to time.
- 9.1.2 A member of the Authority shall be paid a sitting allowance per meeting in accordance with rates approved by the Minister from time to time. (See Section 12 of Cap 15:03).
- 9.1.3 The same rates shall apply to members of the Committees of the Authority.
- 9.1.4 Co-opted members shall be entitled to an allowance as may be determined by the Authority from time to time.
- 9.1.5 A member of the authority will also be paid an allowance for attending seminars, workshops and special events that have been approved or sanctioned by the Authority.
- 9.1.6 A Member of the Authority who performs official functions of the Authority (locally or abroad), which may necessitate him/her staying away from his/her usual place of abode overnight, shall be paid a daily allowance as determined from time to time.

9.2 Cellphone

The Chairperson of the Authority shall be entitled to a monthly cellphone allowance at rates as approved by the Minister from time to time.

9.3 Mileage allowance

A mileage allowance in the form of fuel coupons or the equivalent shall be paid to the Chairperson or a member of the Authority who does not reside in Harare and has to use his or her personal vehicle to attend to official Authority duties or as determined by the Authority from time to time.

9.4 Recognition of Service for Board or Committee Members

- 9.4.1 The Authority recognizes the valuable contribution of long serving Authority and Committee members with the following certificates:
- i. Certificate of Appreciation - granted for a period less than eight (8) years of service.⁸
 - ii. Certificate of Appreciation and Long Service Award Certificate - granted for eight (8) years of service

⁸ Section 11 of the Public Entities and Corporate Governance Act (Chapter 10:31) prohibits any person to serve as a Board Member for a period exceeding 8 years. A strict interpretation of section 12 of the same Act seems to prohibit Board Members from receiving extra benefits.