



ZIMBABWE REVENUE AUTHORITY

BOARD CHARTER

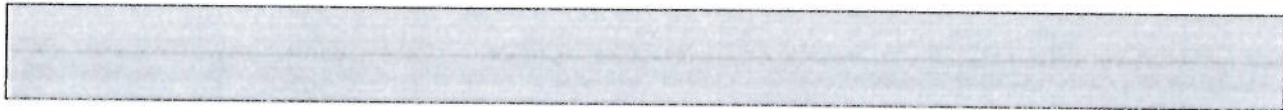


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1. PREAMBLE

- 1.1. This Board Charter (Charter) is designed to guide the Board of Directors of the Zimbabwe Revenue Authority (Board) in the execution of its responsibilities. It is not meant to substitute any law or regulations current or future that seek to regulate the conduct of the Board but rather, to complement any such legal framework in order to give clarity to certain areas not specifically provided for.
- 1.2. In that case, this Charter shall be read in conjunction with the Zimbabwe Revenue Authority Act (Chapter 23:11), the Public Entities Corporate Governance Act [Chapter 10:31] and Public Entities Corporate Governance (General) Regulations, 2018.
- 1.3. Further, this Charter should be considered a live document meaning that its provisions can be reviewed from time to time to enhance it in response to the changing environment and best practices.
- 1.4. For completeness of pertinent provisions, this Charter has attempted to duplicate certain aspects covered in the Revenue Authority Act (Chapter 23:11), the Public Entities Corporate Governance Act [Chapter 10:31] and Public Entities Corporate Governance (General) Regulations, 2018 so that when one reads it, he or she can get a total picture of how the Board should conduct itself. This has been done with a view to avoiding the cumbersome process of shifting from one document to another in order to obtain information.

2. PURPOSE, SCOPE AND APPLICATION OF THE BOARD CHARTER

2.1. The purpose and scope of this Charter is to set out the role, composition and responsibilities of the Board. It is also an integral part of corporate governance requirements.

2.2. Specifically, this Charter will set out;

- the roles, responsibilities and procedures for the Board;
- the roles and responsibilities of the Board Chairperson;
- the roles and responsibilities of the Commissioner-General;
- the roles and responsibilities of the Board Secretary;
- the roles and responsibilities of the Director for Internal Audit;
- the roles and responsibilities of the Compliance Officer;
- other procedural aspect with respect to the conduct of board business.

2.3. This Charter shall apply to the Zimbabwe Revenue Authority Board and Management of the Zimbabwe Revenue Authority.

2.4. The board shall conduct the business and affairs of the Zimbabwe Revenue Authority in accordance with this Charter.

3. VISION, MISSION AND VALUES OF THE ZIMBABWE REVENUE AUTHORITY

3.1. VISION

To be a beacon of excellence in the provision of fiscal services and facilitation of trade and travel.

3.2. MISSION

3.2.1. To mobilise revenue and facilitate sustainable compliance with fiscal and customs laws for the economic development of Zimbabwe.

3.3. CORE VALUES

3.3.1. The core values of the Authority are;

- Integrity;
- Transparency;
- Fairness;
- Commitment, and
- Innovativeness

4. ROLES AND RESPONSIBILITIES OF THE BOARD

- 4.1. The Board should have the necessary authority, competence and objectivity to carry out their functions of strategic guidance and monitoring of management.
- 4.2. The board should act with integrity and be held accountable for their actions.
- 4.3. The board should be assigned a clear mandate and ultimate responsibility for their entity's performance.
- 4.4. The board should be fully accountable to the Government and other stakeholders and act in the best interest of the Authority.
- 4.5. The board should carry out its functions of monitoring of management and strategic guidance, subject to the objectives set by Government. The board should retain full and effective control of the entity and its senior staff members.
- 4.6. The board should ensure that they have unrestricted access to accurate, relevant and timely information concerning the Authority and act on an informed basis. To that end, the board should establish procedures for the rapid transfer of information from the lowest to the highest levels within the Authority.
- 4.7. The board should ensure that the Authority's operations are carried out so as to minimize any conflict between the Authority and other entities and Government and other stakeholders.
- 4.8. The board should carry out an annual evaluation to appraise its performance, both collectively and for individual members.
- 4.9. In discharging their obligations, board members are entitled to rely on the honesty and integrity of the Authority's executives and senior managers and its outside advisors and auditors.

4.10. In furtherance of its responsibilities, the Board of Directors will:

- Have the power to appoint and remove the Commissioner-General and Executive Management of the Authority;
- Draw up, evaluate and approve, on a regular basis, the strategic plans for the Authority. Specifically, the board shall set the Authority's objectives and priorities for a period of between two and six years, and determine the manner in which the Authority is to achieve those objectives and priorities and strengthen the Authority's management with a view to achieving those objectives and priorities¹.
- Enter into performance contracts with the Commissioner General and Executive Managers upon appointment of the Commissioner General and Executive Managers as the case may be.
- Set quarterly and annual targets for the Commissioner-General and Executive Managers and assess performance against targets on a quarterly and annual basis respectively;
- Review, evaluate and approve the Authority's budget and forecasts;
- Review, evaluate and approve major resource allocations and capital investments;
- Review the financial and operating results of the Authority on a periodical basis;
- Review, evaluate and approve the overall Authority's organizational structure;
- Develop and implement a framework for succession planning for senior management positions and the development of the Commissioner-General;
- Review, evaluate and approve a compensation strategy as it relates to management and general staff of the Authority;
- Designate a compliance officer for the Authority;
- Adopt, implement and monitor compliance with the Authority's Employee Code of Conduct;
- Review, approve, implement and monitor compliance with the Authority's Code of Ethics;

- Review periodically the Authority's corporate objectives and policies relating to corporate social responsibility;
- Approve and thereafter, review and assess the effectiveness of the Authority's policies and practices with respect to risk assessment;
- Set the tolerable risk appetite of the Authority and monitor such risks;
- Satisfy itself that Management has put in place working internal controls and systems in order to protect the Authority's resources;
- Approve policies to guide operations of the Authority as recommended by Management;
- Monitor closely the process of transparency and disclosure and communication and exercise objective judgment, independent of Management, with respect to the operations of the Authority; and
- Carry out all those roles and responsibilities as mandated by the Revenue Authority Act (Chapter 23:11), Public Entities Corporate Governance Act (Chapter 10:31) and Regulations, and applicable best practice codes.
- Approve the structure, composition and terms of reference of Board Committees in accordance with applicable laws and best practice.

5. FIDUCIARY RESPONSIBILITIES OF THE BOARD

5.1. The Board has a fiduciary responsibility to the Authority, its principals and stakeholders to carry out its responsibilities in the following manner;

5.1.1. Duty of good faith

5.1.1.1. The duty of good faith is the cornerstone of directorship in the Authority and all Directors are expected to act accordingly and jealously guard the Authority's interests as if they were their own.

5.1.1.2. Whenever a member of the Board finds himself or herself in a position of conflict of interest in the course of conducting business he or she shall not act in a manner that will prejudice or be construed to be prejudicing the interests of the Authority.

5.1.2. Duty of care and due diligence

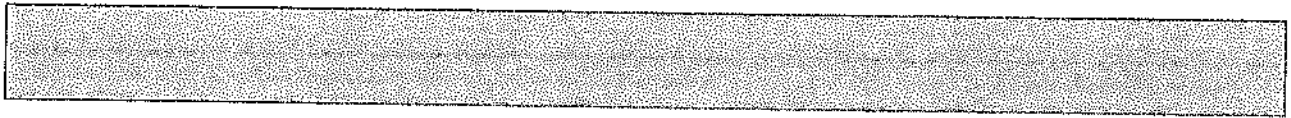
- 5.1.2.1. This principle entails that directors should make every effort possible to exercise good judgment after careful consideration of issues in which they are required to make a decision and ensure that at the end of the day they will have acted in the best interest of the Authority.
- 5.1.2.2. The duty of care is not designed to make directors act in a super human fashion but rather, consideration will be given to the “reasonable man” test when assessing whether the duty of care was exercised prudently in the circumstances.
- 5.1.2.3. Directors have a duty of care to the juristic person, the Authority, because on its own, the Authority cannot conduct its own affairs.
- 5.1.2.4. The duty of care entails that directors acting reasonably and with due care and attention, their decisions and considerations are always made with the best interest of the Authority in mind.

5.1.3. **Duty to act with skill**

- 5.1.3.1. Directors are expected to act with skill and knowledge in discharging their obligations and in furtherance of the interests of the Authority which they hold out to possess.

6. **ROLES AND RESPONSIBILITIES OF THE BOARD CHAIRPERSON**

- 6.1. The Board Chairperson has a key role to play in the activities of the Board. The role of the Chairperson is that of a mentor and a leader of the Board.
- 6.2. Some of the specific responsibilities of the Chairperson shall be;
- Providing leadership to the board but without adversely affecting the collective responsibility of the board and the individual duties of its members.



- In consultation with Commissioner-General and working together with the Board Secretary, formulate the annual plan of work of the Board on the basis of agreed objectives.
- In consultation with Commissioner-General and working together with the Board Secretary, play an active role in the setting of the agenda of Board meetings.
- Presiding over Board meetings and other strategic meetings and directing Board discussions to effectively utilize the time available in addressing the critical issues facing the Authority;
- Encouraging candid debate among Board members at the same time ensuring that the spirit of collegiality is maintained;
- Effectively managing conflict of interest of Board members in ways which ensure that directors 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.
- Monitoring how the Board work as a unit and how individual directors perform and interact at meetings;
- Ensuring Board minutes properly reflect Board decisions and that Management acts upon such decisions expeditiously and diligently;
- Developing and fostering an ongoing relationship with the Commissioner General, such that the Chairman is kept fully informed of all the matters of interest to the Board;

- Ensuring that the Board receives sufficient information to make sound and informed decisions;
- Liaise with chairpersons of board committees on matters of interest.
- Acting as a mentor for the Commissioner General;
- Ensuring that the directors are made aware of their roles, responsibilities and duties through a tailor-made induction programme.
- Facilitating the effective contribution of directors including the commencement of the annual process of Board and director performance evaluation;
- Promoting constructive and respectful relations between Board members and between Board and management;
- Together with the Human Resources Committee facilitating the assessment of the Commissioner General's performance;
- Guiding the continuous and effective training and development of the Board and individual directors.
- Being the spokesperson for the Board;
- Ensuring that the Board regularly evaluates its work; and
- Act as a unifying force in the Board.

- Signing contracts on behalf of the Board only in exceptional circumstances. The exception would apply in the following scenarios; more specifically, the contract of employment between the ZIMRA and the Commissioner General and any other contract in which the Commissioner General is unable to sign. The reasons for the incapacitation may be due to conflict of interest arising and the nature of the contract where such contract cannot be delegated to any ZIMRA official save for the Commissioner General and therein the said Commissioner General is duly incapacitated as defined above. Any deemed conflict of interest by the Commissioner General and the nature of the contract shall be fully disclosed and documented.

NB: The signing and execution of contracts is a premise for Management. However, the responsibility of such will be assigned to the Board only in the exceptional circumstances as stated above.

7. ROLES AND RESPONSIBILITIES OF THE COMMISSIONER GENERAL

The Commissioner-General shall;

- 7.1. Be responsible for the day to day running of the Authority and in particular shall be responsible, subject to the Board's control, for supervising and managing the Authority's staff, activities, funds and property;
- 7.2. Focus on the operations of the Authority, ensuring that the Authority is running efficiently and effectively and in accordance with the guidance given by the Board;
- 7.3. With the guidance of the Board, establish and implement the strategic direction of the Authority;

- 7.4. Manage the efficient and effective operation of the Authority;
- 7.5. Ensure that the Authority is positioned to attract and retain employees with the skills required to implement the strategic plans of the Authority;
- 7.6. Manage stakeholder relations for the Authority;
- 7.7. Ensure that the Board is timeously provided with accurate and clear information in order to promote effective decision-making by the Board;
- 7.8. Ensure that all material matters affecting the Authority are brought to the attention of the Board.
- 7.9. Refer all matters outside his/her delegated authority to the Board for approval;
- 7.10. Ensure the achievement of the Authority's performance goals, objectives and targets;
- 7.11. Maintain an effective management team and management structures;
- 7.12. Ensure that appropriate policies are formulated and implemented to guide the Authority's activities;
- 7.13. Ensure that effective internal controls and governance measures are deployed and observed by all staff of the Authority;
- 7.14. Serve as the chief spokesperson of the Authority and ensuring that its good image is portrayed.
- 7.15. Evaluate the performance of Executive Management and ensuring their continuous skills development;

- 7.16. Ensure that internal control systems are in place and that they are working well at all times;
- 7.17. Carry out other responsibilities as delegated by the Board from time to time;
- 7.18. Carry out activities, goals and objectives of the Authority within set budgetary parameters and ensuring safe custody of the Authority's assets and other resources;
- 7.19. Establish and maintain a good corporate culture amongst the Authority's staff and effectively deal with inappropriate behavior within the confines of the available regulatory framework.

8. ROLES AND RESPONSIBILITIES OF THE BOARD SECRETARY

The Board Secretary shall;

- 8.1. Coordinate the development of the agenda of Board Meetings in a timely and effective manner for approval by the Chairperson;
- 8.2. Coordinate the development of the agenda of Board Committee Meetings in a timely and effective manner for approval by the Committee Chairpersons;
- 8.3. Ensure, in conjunction with the Commissioner-General, that Board papers are prepared in a timely and effective manner;
- 8.4. Ensure the timely dispatch of the agenda and Board papers;
- 8.5. Coordinate, organize and attend meetings of the Board and stakeholders, and ensure the correct procedures are followed at such meetings;
- 8.6. Draft and maintain minutes of Board and Board Committee meetings;

- 8.7. In conjunction with the Commissioner-General and Executive Management, carrying out the instructions of the Board and giving practical effect to the Board's decisions;
- 8.8. Working together with the Chairperson and Commissioner-General, establish and deliver best practice governance;
- 8.9. Ensure that Board procedures are followed and reviewed regularly and that applicable rules and regulations for the conduct of the affairs of the Board are complied with;
- 8.10. Guide Board members as to how their responsibilities should be properly discharged in the best interests of the Authority;
- 8.11. Providing a central source of advice to the board and within the Authority on matters of good corporate governance, the law and any developments or changes thereto.;
- 8.12. Keep abreast of, and inform the Board of current and new developments regarding corporate governance thinking and practice;
- 8.13. In consultation with the Board Chairperson and the Commissioner-General, develop and on approval, distribute to members, the Board's annual work plan;
- 8.14. Maintain statutory records in accordance with legal requirements;
- 8.15. Facilitate corporate governance compliance assessments annually for the Authority;
- 8.16. Collect the completed Corporate Governance assessment, collate and synthesize the information in a way that the Board will understand and make decisions on;
- 8.17. Facilitate the Board evaluation process;
- 8.18. Facilitate Corporate Governance evaluation for the Authority;

9. ROLES AND RESPONSIBILITIES OF THE DIRECTOR INTERNAL AUDIT

The Director Internal Audit shall;

- 9.1. Develop and implement an approved annual audit work plan using appropriate risk-based methodology;
- 9.2. Evaluate and provide reasonable assurance to the Audit and Risk Management Committees that risk management control and governance systems are functioning as intended to meet the strategic objectives of the Authority;
- 9.3. Assess the Authority's readiness to continue operating with minimum interruption in case of business interruption in any form;
- 9.4. Maintain open communication with Management and the Audit Committee;
- 9.5. Assess the means of safeguarding the Authority's assets and resources and adequately account for liabilities;
- 9.6. Report significant issues related to the processes for controlling the activities of the Authority and recommend improvements in terms of both efficient and effective performance.

10 ROLES AND RESPONSIBILITIES OF THE COMPLIANCE OFFICER

The Compliance Officer shall

- 10.1. Ensure that the Authority, through its board members and members of staff comply with the relevant provisions of the Public Entities Corporate Governance Act [Chapter 10:31], the Public Entities Corporate Governance (General) Regulations, 2018, any manuals, code and instructions made or issued under the said Act and Regulations.

- 10.2. Ensure that once a year every member of the Authority's board and senior staff is given an opportunity to read the Act, the regulations, the Authority's board charter and code of ethics;
- 10.3. Ensure that once every year, every member of the entity's board and senior staff signs a statement to the effect that he/she has performed his/her duties in full compliance with the enactments and documents referred immediately above.

11. CONDUCTING OF BOARD MEETINGS

11.1. Formalities of ordinary Board meetings

- 11.1.1. The Board shall hold its first meeting on a date and place fixed by the Minister of Finance and Economic Development, and thereafter shall meet for the dispatch of business and adjourn, close and otherwise regulate its meetings and procedure as it thinks fit;
- 11.1.2. The Board shall meet at least four times in each financial year;
- 11.1.3. A meeting of the Board which is not a special meeting shall be called on 7 days' notice which notice shall be circulated together with Board pack;
- 11.1.4. The notice of the meeting shall state, the venue and time of the meeting and matters to be considered.

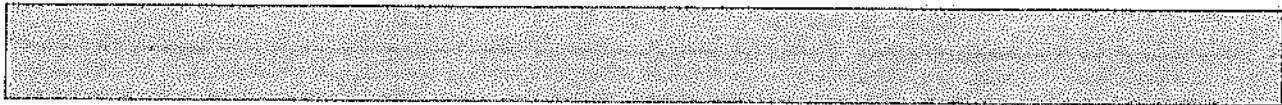
11.2. Formalities of special Board meetings²

- 11.2.1. Special meetings of the Board may be called in any of the following three ways;
- i) By the Chairperson at any time ; or
 - ii) On written request by the Minister; or
 - iii) On written request by not fewer than two members.

- 11.2.2. The special Board meetings in (ii) and (iii) above shall be convened on a date not sooner than 7 days and not later than 30 days after the Chairperson's receipt of the request;
- 11.2.3. A written notice of a special meeting shall be sent to each member not later than 48 hours before the meeting and shall specify the business for which the meeting has been convened;
- 11.2.4. Where a special meeting has been convened in any of the 3 ways above, no business shall be discussed at that meeting other than;
- i) Such business as may be determined by the chairperson of the board where he or she has convened the meeting in terms of clause 10.2.1 (i), or
 - ii) The business specified in the request for the meeting where the chairperson of the board convened the meeting in terms of clause 10.2.1. (ii) ad (iii).

11.3. Procedure applicable to both special and ordinary Board meetings³

- 11.3.1. The Chairperson of the Board or in his or her absence, the Vice-Chairperson shall preside at all meetings of the Board. Provided that if both the Chairperson and the Vice-Chairperson are both absent from any meeting of the Board, the members present may elect a member amongst them to preside at that meeting as Chairperson;
- 11.3.2. Six (6) members of the Board shall form a quorum of the Board meeting;
- 11.3.3. Decisions of the Board shall be by way of a majority vote reached at a meeting at which a quorum was present;



- 11.3.4. In addition, where a written resolution has been circulated to all members and the majority agree to it in writing, that resolution shall have the same effect as a resolution passed by a duly constituted meeting and shall be incorporated into the minutes of the next succeeding meeting of the Board. Provided that, if any member requires that such a proposal be placed before a meeting of the Board, this provision shall not apply to the proposal;
- 11.3.5. With the approval of the Board, the Chairperson of the Board may invite any person to attend a meeting of the Board or a Board Committee where the Chairperson considers that the person has special knowledge or experience in any matter to be considered by the Board or committee, as the case may be, at that meeting;
- 11.3.6. A person so invited in terms of clause 10.3.5. above, shall not have the right to vote on any question before the Board or Board Committee as the case may be but may take part in the proceedings of the meeting as if he or she were a member thereof;
- 11.3.7. Subject to clause 10.3.8. below, each member present at any meeting of the Board shall have one (1) vote on any question before the Board and in the event of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to a deliberative vote;
- 11.3.8. The Commissioner-General shall not take part in the discussion of, and shall not vote on any question before the Board which involves his or her tenure of office or conditions of service.

12. COMMITTEES OF THE BOARD⁴

- 12.1. For the better exercise of its functions, the Board may establish one or more Committees in which it may vest such of its functions as it considers appropriate and guided by the provisions of Part V of the Public Entities Corporate Governance (General) Regulations, 2018;

⁴ Paragraph 9 of the Fifth Schedule to the Revenue Authority Act [Chapter 23:11] as read with Part V of the Public Entities Corporate Governance (General) Regulations, 2018.

- 12.2. The vesting of any function in a Committee shall not divest the Board of that function, and the Board may amend or rescind any decision of the Committee in the exercise of that function;
- 12.3. On the establishment of a Committee, the Board shall appoint at least three members of the Board as members of the Committee. Further the Board shall appoint one of those members, as the case may be to be Chairperson of the Committee;
- 12.4. Meetings of a Committee may be convened at any time and at any place by the Chairperson of the Committee, provided that the provisions applicable to board meetings and special board meetings mentioned in clauses 10.1 and 10.2. above will apply to Committee meetings as if they were board meetings;
- 12.5. The Commissioner-General shall not take part in the discussion of, and shall not vote on any question before a Committee which involves his or her tenure of office or conditions of service⁵;
- 12.6. Where a written proposal has been circulated to all members of the Committee and the majority agree to it in writing, that resolution shall have the same effect as a resolution passed by a duly constituted meeting and shall be incorporated into the minutes of the next succeeding meeting of the Committee. Provided that, if any member requires that such a proposal be placed before a meeting of the Committee, the provisions of this clause shall not apply to the proposal;
- 12.7. The procedure to be followed at any meeting of a Committee and the quorum at any such meeting shall be as fixed by the Board in the Committee's terms of reference;
- 12.8. The Board shall come up with detailed terms of reference for each Committee which it sets up and such terms of reference shall be part of this Board Charter. Provided that such terms of reference of a

Committee shall not conflict with this Board Charter and the Revenue Authority Act (Chapter 23:1), the Public Entities Corporate Governance Act [Chapter 10:01] and the Public Entities Corporate Governance (General) Regulations, 2018 in which event, the provisions of this Charter as read together with the Act and Regulations mentioned above shall prevail in the circumstances.

13. REMUNERATION AND ALLOWANCES OF MEMBERS OF THE BOARD AND COMMITTEES

- 13.1. Members of the Board and of Committees shall be paid such remuneration, and such allowances if any, as the Minister of Finance and Economic Development may fix to meet reasonable expenses incurred by them in connection with the business of the Board or the Committee concerned, as the case may be;
- 13.2. It shall be the responsibility of the Board Secretary in consultation with the Chairman and Commissioner-General from time to time, to participate in Board fee surveys available in the market in order to determine market rates against Board fees and allowances paid to members with a view to recommending review should the situation warrants;
- 13.3. Where a review is recommended, the Board Secretary in consultation with the Commissioner-General shall write a justification supported by written surveys to the Board Chairperson for his/her consideration following which he/she will write to the Minister for consideration;
- 13.4. Should a review be granted by the Minister of Finance and Economic Development, the Board Secretary shall effect changes to the extent of the review and inform the Board for adoption of the reviewed figures.
- 13.5. The remuneration and allowances payable to board members are subject to sections 12 and section 14 of the Public Entities Corporate Governance Act [Chapter 10:01], which provide for standard rates of remuneration that may be fixed by the Minister responsible for administering that Act and applying to all boards of public entities unless exemptions are sought and granted.

14. CONFLICT OF INTEREST AND PROCEDURE FOR HANDLING SUCH CASES

14.1. A “relative”, in relation to a member of the Board or a committee, means the member’s spouse, child, parent, brother, sister, brother in-law or sister in law;

14.2. If a member of the Board or of a Committee;

- i) knowingly acquires or holds a direct or indirect pecuniary interest in any matter that is under consideration by the Board or Committee; or
- ii) owns any property or has a right in property or a direct or indirect pecuniary interest in a company or association of persons which results in the member’s private interests coming or appearing to come into conflict with his or her functions as a member; or
- iii) knows or has reason to believe that a relative of his or her has acquired or holds a direct or indirect pecuniary interest in any matter that is under consideration by the Board or the committee; or
- iv) for any reason the private interests of a member of the Board or a Committee come into conflict with his or her functions as a member;

the member shall forthwith disclose the fact to the Board or the Committee, as the case may be;

14.3. A member referred to above who is in a position of conflict of interest shall not take part in the consideration or discussion of, or vote on, any question before the Board or the committee, as the case may be, which relates to any property, right or interest referred to in any of the situations described above.

- 14.4. Nothing in immediate clauses above dealing with conflict of interest shall be taken to prevent members of the Board or of a Committee of the Board from taking part in the consideration of, or voting on, any matter that affects members generally in their capacity as persons liable to pay revenue;
- 14.5. Any person who contravenes the provisions on conflict of interest as stipulated above and provided for in terms of section 6 as read with paragraph 11 subparagraph 5 of the Revenue Authority Act (Chapter 23:11) shall be guilty of an offence and liable to a fine not exceeding level six or to imprisonment for a period not exceeding three months or to both such fine and such imprisonment.

N.B: Conflict of interest provisions under section 34 of the Public Entities Corporate Governance Act [Chapter 10:31] apply to all board members and members of staff of the Authority.

14.6. Procedure for declaring interests

- 14.6.1. Upon appointment every new Board member shall present to the Board Secretary for record and filing a list of companies, associations, partnerships or any other body corporate in which he or she or any near relative as defined above, has interests in;
- 14.6.2. Every Board member shall update their list of declared interest as and when changes occur;
- 14.6.3. Immediately preceding every meeting, every member shall indicate and sign a declaration of interest form to show whether he or she has an interest in any items on the agenda for the particular meeting;
- 14.6.4. Should any member have an interest in any of the items on the agenda he or she should recuse himself or herself from discussion of the item in which he or she has a conflict of interest and should

remain excused for the duration of the discussion of the particular item.

15. MINUTES OF PROCEEDINGS OF BOARD AND COMMITTEES⁶

15.1. The Board shall cause minutes of all proceedings of and decisions taken at every meeting of the Board and of every Committee to be entered in books kept for the purpose;

15.2. Any minutes which purport to be signed, with the authority of the board or the committee concerned, as the case may be, by the chairperson of the meeting to which the minutes relate or by the chairperson of the next following meeting, shall be accepted for all purposes as *prima facie* evidence of the proceedings and decisions taken at the meeting concerned.

15.3. A copy of every resolution of the board, signed by the chairperson of the meeting shall be sent to the Minister of Finance and Economic Development and the Corporate Governance Unit without delay after it has been adopted.

16. VALIDITY OF DECISIONS OF THE BOARD AND COMMITTEES⁷

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

17. INDUCTION AND ORIENTATION OF NEW BOARD MEMBERS

⁶ Paragraph 12 of the Fifth Schedule to the Revenue Authority Act [Chapter 23:11] as read with section 35 of the Public Entities Corporate Governance Act [Chapter 10:31].

⁷ Paragraph 13 of the Fifth Schedule to the Revenue Authority Act [Chapter 23:11].

17.1. Immediately upon being appointed every new Board member shall be given an induction pack to ensure that he or she familiarizes with the nature and the operations of the Authority;

17.2. The induction pack shall consist of but not limited to;

- i) the Revenue Authority Act,
- ii) Public Finance Management Act,
- iii) Public Entities Corporate Governance Act [Chapter 10:01]
- iv) Public Entities Corporate Governance (General) Regulations, 2018
- v) Copies of the Authority's Annual Reports for the last 3 years,
- vi) Copy of the Corporate Plan,
- vii) Copy of the Board Charter,
- viii) The Authority's Organizational Structure,
- ix) Copies of minutes of the Board for the 3 meetings immediately preceding his or her appointment,
- x) Copies of the Commissioner General's quarterly reports for the last 3 quarters immediately preceding his or her appointment, and
- xi) Copy of the Authority's code of conduct and code of ethics among other documents which Management deem appropriate.

17.3. In addition, the new Board member shall undergo an induction program within 30 days of appointment;

17.4. The induction program shall be coordinated by the Board Secretary;

17.5. The induction program shall consist of the following;

- i) The Commissioner General giving an overview of the mandate, functions and operations of the Authority;
- ii) The Board Secretary giving an overview of the governance framework;

- iii) Each member of the Executive Management giving details of their divisional structure, roles and responsibilities, systems, policies and procedures;
- iv) A tour of key operations for both the Customs and Domestic Taxes environments;

17.6. In addition to the process of induction outlined above and within a period of one month upon being appointed, a new member shall receive induction on corporate governance conducted by an independent consultant.

18. BOARD PERFORMANCE AND EVALUATION

- 18.1. The basis for Board evaluation will be the performance contract signed between each individual Board Member and the Minister of Finance and Economic Development which agreement will set out the performance targets and evaluated at the end of each year. The evaluation will also be based on the board and board members' performance in accordance with roles and responsibilities and procedures as outlined in this charter and other governing instruments;
- 18.2. The process of evaluation shall entail among other approaches as may be applicable, responses to a written questionnaire completed anonymously and consolidated by the Board Secretary or a consultant hired for to coordinate the evaluation process;
- 18.3. The questionnaire should entail various aspects whereby;
- i) Individual members anonymously rate each other's performance based on set and known targets;
 - ii) The Board members together rate the performance of the Board;
 - iii) Individual Board members anonymously rate the performance of the Board Chairperson;



- iv) The Board members anonymously rate the performance of individual Board Committees; and
- v) The Board members together rate the Board's compliance with Corporate Governance principles.


19. APPROVAL AND REVIEW OF THE BOARD CHARTER⁸

- 19.1. This Board Charter shall be approved by the board and the Minister of Finance and Economic Development before it is submitted to the Office of the President and Cabinet.
- 19.2. The Board Charter shall be reviewed once every two years unless there are compelling reasons that it be reviewed within a shorter period;

20. ANNEXURES- 'A' to 'E'- TERMS OF REFERENCE OF BOARD COMMITTEES

21. APPROVAL


This Board Charter as set out above, was approved by the ZIMRA Board of Directors on 14 June 2022.



CHAIRPERSON OF THE BOARD

20/06/2022
DATE

This Board Charter as set out above, was approved by the Minister of Finance and Economic Development on2022.



MINISTER OF FINANCE AND ECONOMIC DEVELOPMENT

27/06/2022
DATE