



**ZIMBABWE NATIONAL STATISTICS
AGENCY**

BOARD CHARTER

MAY 2024

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1. Preamble

- 1.1 The Zimbabwe National Statistics Agency (ZIMSTAT) is a body corporate established in terms of Section 3 of the Census and Statistics Act [Chapter 10:29], capable of suing and being sued in its corporate name and, of performing such acts as a corporate body may, by law, perform.
- 1.2 This Charter:
 - 1.2.1 aims to regulate the parameters within which the Board will operate and to ensure application of the principles of good corporate governance
 - 1.2.2 is formulated to comply with sections 26 and 27 of the Public Entities Corporate Governance Act [Chapter 10:31] (PECGO Act) shall be consistent with provisions of Companies and Other Business Entities Act, Public Finance Management Act [Chapter 22:19], Labour Relations Act [Chapter 28:01] National code of corporate governance among others.
 - 1.2.3 read and interpreted with reference to the Constitution of the Republic of Zimbabwe, PECGO Act and Census and Statistics Act
 - 1.2.4 is not exhaustive and should be read as a broad expression of principles. In pursuit of underlying ideals, substance must prevail over form and
 - 1.2.5 shall be signed by each Director and will constitute an integral part of each Director's terms and conditions of appointment.
- 1.3 The Board, therefore, reaffirms its intention to exceed these corporate governance standards wherever possible, having due consideration to the PECGO and recognised governance best practices.

2. Interpretation of Terms

“Agency” means the Zimbabwe National Statistics Agency established by Section 3 of the Census and Statistics Act;

“Board” means the Zimbabwe National Statistics Agency Board of Directors appointed in terms of Section 7 of the Census and Statistics Act;

“Director-General” means the Director-General of the Agency appointed in terms of Section 9 of the Census and Statistics Act;

“Director” means a Board member;

“Employee” means any member of staff of the Agency appointed in terms of Section 10 of the Census and Statistics Act;

“Ministry” means the Ministry of Finance, Economic Development and Investment Promotion

3. Vision Statement

An effective and efficient statistical system that contributes to the improvement of the wellbeing of all citizens by 2030.

4. Mission Statement

To produce timely, accurate, reliable and relevant statistics for evidence-based policy and decision making, using qualified, competent, motivated and professional staff and state of the art technology in response to the demands of our clients.

5. Core Values

Quality consciousness

To produce timely, relevant, reliable and accurate statistics

User focus

Understand and meet the data needs and expectations of users

Integrity

Create and maintain public trust in official statistics by fully exercising professional independence.

Credibility

Producing statistics following International guidelines, best practices, standards and methodologies.

These are summarised using the following acronym- QUIC

6. Mandate of the Agency

The Census and Statistics Act [Chapter 10:29] mandates ZIMSTAT to:

- a) conduct censuses and surveys;
- b) co-ordinate and supervise the National Statistical System;
- c) advise Government on all matters related to statistics;
- d) develop and promote the use of statistical standards and appropriate methodologies in the National Statistical System;
- e) collect, compile, analyse, interpret, publish and disseminate statistical information alone or in co-operation with other institutions;
- f) develop and maintain a central business register in relation to establishments, containing such particulars as may be prescribed;
- g) develop and maintain a comprehensive national statistics database;
- h) provide a focal point of contact with international Agencies on statistical matters; and
- i) perform any other function that may be conferred or imposed upon the Agency by the Census and Statistics or any other enactment.

7. Objectives

The purpose of the Charter is to:

- a) Outline the Agency's Corporate Governance responsibilities and authority;
- b) Outline procedures for the appointment of Executive and Non-Executive Board members;
- c) Clarify factors that each Board member must consider in evaluating his/her participation on the Board and whether he/she is best suited for assigned roles in respective committees;
- d) Delineate the responsibilities of the Board Chairman and other Non-Executive Board members;
- e) Outline the Committee structure of the Board;
- f) Outline the framework for the induction and training of the Board Members;
- g) Outline delegation of responsibilities to the Director-General and the management team;
- h) Evaluate the Agency and its Committees; and
- i) Promote consistency of the Board's actions.

- j) Eliminate or minimize conflict of interest.

8. Appointment, Composition and Termination of the Board

8.1 Appointment

- 8.1.1 The Minister responsible for statistics in consultation with his Excellency, the President of the Republic of Zimbabwe shall appoint the Board.
- 8.1.2 Board Members shall receive a formal letter of appointment from the Honourable Minister setting out the key terms and conditions relating to the appointment.
- 8.1.3 Appointment of Board members shall be in line with the requirements of section 7 of the Census and Statistics Act as read with section 11(iii) of the PECG Act.
- 8.1.4 The term of appointment for a Board Member shall be for a period of three years. However, the appointment may be renewed for only one additional term.
- 8.1.5 No person shall be re-appointed to the Board if he or she has already served on the Board for two periods, whether consecutive or not, amounting taken together to eight years; and
- 8.1.6 No Board member shall sit on more than two Boards of Public Enterprises.

8.2 Composition

- 8.2.1 The Minister shall appoint members of the Board in accordance with section 7 of the Census and Statistics Act composed of the Director-General, Ministry Representative and not more than 8 other members.
- 8.2.2 The Minister shall appoint one person to be the Chairman of the Board.
- 8.2.3 The Board shall at its first sitting elect a Vice-Chairman from among its members.
- 8.2.4 In the absence of the Chairman or Vice Chairman for any reason, the Board Members present shall elect amongst themselves an Acting Chairman to conduct the business of the Board until such time the incumbent is available
- 8.2.5 Members of the Board shall be appointed for their knowledge, qualifications and experience.
- 8.2.6 Notwithstanding 8.2.5 the Board must have a balanced representation on relevant grounds such as gender and region of origin.
- 8.2.7 The Honourable Minister shall cause the names of the Board Members to be published by notice in the gazette.

8.3 Termination

- 8.3.1 The tenure of Board members shall be terminated in accordance with the second schedule of Census and Statistics Act as read with section 11 of the PECG Act.

9. Role and Responsibilities of the Board

9.1 The Board is responsible for providing oversight, leadership, and vision to the Agency.

9.2 The Board is responsible for ensuring that the Agency fulfils its mandate and that the profile of statistics is commensurate with its role in national development, and in particular it shall: -

- (a) determine the Agency's purpose, vision, mission and values;
- (b) set strategies for achieving the Agency's purpose;
- (c) set parameters for excising leadership, enterprise, integrity and good judgement
- (d) ensure that procedures, policies and practices are established and implemented;
- (e) approve, monitor and evaluate the implementation of strategies, policies, procedures and business plans;
- (f) identify key risks and key performance indicators of the Agency;
- (g) ensure that technology and systems used by the Agency are adequate to run its operations effectively;
- (h) establish proper succession plans for Board members and senior management
- (i) regularly assess the Agency's performance and effectiveness and that of the Director-General and individual Directors;
- (j) monitor on a continuous basis the Agency's solvency and stability to settle its financial obligations as they fall and make necessary and reasonable interventions in that regard.

9.1.3 Promote and protect the credibility, integrity and impartiality of official statistics;

9.1.4 Ensure;

- a) compliance with best practices, regional and international recommendations on the production of official statistics;
- b) implementation of policies for effective co-ordination of the National Statistical System;
- c) implementation of policies pertaining to the organization and management of the

Agency;

- 9.1.5 Promote and safeguard the professional independence of the Agency;
- 9.1.6 Approve corporate plans, work plans and budgets of the Agency for submission to the Ministry;
- 9.1.7 Ensure that the level of remuneration for directorate and senior management is sufficient to attract and retain competent and skilled individuals needed to run the Agency successfully.
- 9.1.8 Recommend to the Ministry, the appointment of a Director-General and one or more Deputy Director-Generals;
- 9.1.9 Appoint such other staff of the Agency as required from time to time to carry out its functions.
- 9.1.10 Ensure the submission of the Agency's annual report and such other reports to the Ministry;
- 9.1.11 Ensure effective risk management, internal controls and internal audit processes are in place;
- 9.1.12 Ensure that the Agency is fully aware of and complies with applicable laws, regulations and Government policies.

10. Role of the Board Chairman

The Board Chairman is the head and spokesperson of the Board. He/She provides a leadership role to the Board and reports to the Minister on policy matters.

The duties and responsibilities of the Board Chairman include but are not limited to the following: -

- 10.1 Ensure that the business of the Board is properly organized and conducted;
- 10.2 Ensure that all Board members are fully involved and informed of any business issues on which a decision has to be taken;
- 10.3 Ensure that the Director-General is periodically appraised;
- 10.4 Maintain regular dialogue with the Director-General over all operational matters and consult with the remainder of the Board promptly over any matters that give him or her cause for major concern;
- 10.5 Ensure that the Board regularly evaluates its own work;

- 10.6 Ensure that Board members are aware of their duties and limitations in terms of corporate governance;
- 10.7 Represent the Board to the media, Government agencies, sponsors and large donors;
- 10.8 Ensure the integrity and effectiveness of the governance process of the Board;
- 10.9 Ensure that all relevant matters are placed on the agenda and prioritized properly;
- 10.10 Facilitate meetings of the Board to ensure that no Directors, whether executive or non-executive, dominate discussion and that relevant opinion among Directors is forthcoming.

11. Role of Vice Chairman

The Vice Chairman shall be responsible for;

- 11.1 Acting as Chairman of the Board when the Chairman is absent; and
- 11.2 Assisting the Chairman with fulfilling his/her responsibilities as is stated in section 10 of the Board Charter.

12. Board Committees and their Terms of Reference

In order to facilitate detailed discussion on specific operational areas/sections/functions of the Agency, the Board shall establish standing Committees. The Board appoints Chairpersons of the Committees. The Committees are expected to meet and deliberate on issues before the Board meeting and make recommendations for approval by the Board. It is the responsibility of Committee Chairpersons to present their Committee findings and recommendations to the Board.

As a general guide, the Board will work with Committees listed below whose composition may be changed from time to time in fulfilment of the Agency's goals and objectives.

- 12.1 The Board shall establish specialist Committees vested with such functions as it deems appropriate in accordance to Section 7 of the second schedule of the Act and the PECGO Act. This is done on the understanding that the vesting of any function in a committee shall not divest the Board of that function, and the Board may amend or rescind any decision of the committee in the exercise of that function.
- 12.2 The Committees are established under formal written terms of reference (TOR) as set by the Board in line with the provisions of the Act.

- 12.3 The membership of each Committee should draw from the expertise of individual Board Members and shall be determined by the full Board in line with the provisions of the Act.
- 12.4 The Committees meet regularly as provided for in their respective terms of reference.
- 12.5 The Board has established the following Committees to assist it with its work:
- a) Audit
 - b) Risk
 - c) Finance and Administration
 - d) Human Resource and Governance and
 - e) Technical

13. Audit Committee

The Audit Committee shall

- 13.1 Review the independence, adequacy, staffing and seniority of the official heading the internal audit function, reporting structure, coverage and frequency of internal audit;
- 13.2 Review and recommend the Internal Audit Charter for Board approval;
- 13.3 Review and approve the Annual Audit Plan;
- 13.4 Ensure that there are no restrictions or limitations to Audit operations;
- 13.5 Appoint, replace, discipline or dismiss the Head Internal Audit;
- 13.6 Meet on a regular basis, separately with the Head Internal Audit to discuss any matters that the Audit Committee or Internal Audit believes should be discussed privately; and
- 13.7 Review the findings of any internal investigations by internal audit into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.

14. Risk Committee

The Risk Committee shall ensure that:

- 14.1 It sets and regularly reviews the levels and limits of the Agency's risk tolerance and risk

appetite;

- 14.2 Risk monitoring and assessment is carried out continuously by the Risk Management Unit;
- 14.3 A systematic, documented, and formal risk assessment exercise is conducted at least once a year;
- 14.4 A framework methodology is established to increase the likelihood of anticipating unpredictable risks;
- 14.5 It receives and reviews a register of the Agency's key risk;
- 14.6 Management regularly considers and implements appropriate risk responses which should be captured in the risk register;
- 14.7 Management demonstrates to the committee the risk responses which provide for the identification and execution of opportunities to boost the Agency's performance;
- 14.8 Processes are in place for the timely and complete disclosure to the shareholders of information on principal risk which is relevant, accurate and accessible, together with the Board's views on the effectiveness of the risk management processes.
- 14.9 It receives assurance from the Heads of Risk and of Internal Audit regarding the effectiveness of the risk management processes, including ensuring that the risk management plan is integrated with the daily activities of the Agency
- 14.10 It reviews arrangements in terms of which the Agency's employees may, in confidence, raise concerns about possible improprieties in financial reporting and other matters.
- 14.11 Appoint, replace, discipline or dismiss the Head Risk Management Unit;
- 14.12 Review fundamental financial, operational and legal risks and the effectiveness of corresponding risk management systems;

15. Finance and Administration Committee

The Finance and Administration Committee shall

- 15.1 Review and recommend the Agency's annual financial plans for approval by the Board;
- 14.2 Review monthly, quarterly and annual Financial Statements and ensure compliance with regulations;
- 14.3 Monitor compliance with all relevant statutory requirements applicable to the Agency's

business operations;

- 14.6 Review systems and controls governing assets administration and maintenance of Assets as well as procurement of goods and services; and
- 14.7 Review and recommend to the Board the appointment of the Agency's Bankers.

15. Human Resources and Governance Committee

The Human Resources and Governance Committee shall

- 15.1 Oversee the development, review and formulation of Human Resources policies/procedures and Code of Conduct;
- 15.2 Recommend appropriate organizational structures to support the mandate of the Agency for approval by the Board;
- 15.3 Monitor Management compliance with Labour Laws, Regulations, Standard practice, Agency policies and procedures in administering employee welfare, health and safety issues;
- 15.4 Review and recommend appropriate staff remuneration packages in line with the prevailing labour market trends and Cabinet Circulars;
- 15.5 Review and monitor individual and organizational performance appraisal systems, staff training and development;
- 15.6 Monitor and guide management to achieve a healthy industrial relations climate and maintain staff discipline; and
- 15.7 Evaluate Agency's compliance to Census and Statistics Act [Chapter 10:29] and Public Entities and Corporate Governance Act [Chapter 10:31].
- 15.8 Review and recommend to the Board the appointment of the Agency's Legal Practitioners.

16. Technical Committee

The Technical Committee shall: -

- 16.1 Give guidance to management on the development and promotion of statistical standards and appropriate methodologies for effective co-ordination of the National Statistical System;
- 16.2 Ensure that the Agency observes the Fundamental Principles of Official Statistics in the

execution of its mandate;

- 16.3 Ensure management complies with best practices as well as regional and international recommendations on the production of official statistics for purposes of promoting and protecting the credibility, integrity and impartiality of statistics;
- 16.4 Monitor and encourage dissemination and publication of results of statistical censuses and surveys;
- 16.5 Seek financial and material support from co-operating partners to support Agency activities;
- 16.6 Encourage and monitor relevant staff training and development; and
- 16.7 Evaluate Agency's compliance to Census and Statistics Act [Chapter 10:29]

17. Provision of Business or Professional Services by Board members

In order to avoid actual or perceived conflict of interest, Board members should not, generally, provide business or professional services of an ongoing nature to the Agency as such services should be sought from independent institutions.

18. Other Board Appointments

Whilst holding office, a Board member may accept one other Board appointment, subject to the provisions of the PECG provided the appointment is not in conflict with the Agency's interests and does not detrimentally affect the Board member.

19. Board Members Performance Evaluations

- 19.1 The Board should evaluate its performance annually. It should also evaluate its own processes to ensure that they are not unduly complex and that they effectively support its role. An independent external governance advisor may be engaged to collect the evaluations and discuss the results with the Board as a whole.
- 19.2 Individual Board members will be evaluated using a mutually agreed process.

20. Position of Director-General

- 20.1 The Director-General, is an ex-officio member of the Board and is responsible for the day to-day management of the operations and property of the Agency with all powers, discretions and delegations authorized by the Board.
- 20.2 The Director-General is held accountable through regular reports to the Board and is

evaluated against agreed performance criteria and objectives as set out in the Agency Strategic Plan.

- 20.3 The Director-General will have a formal Employment Contract/Performance Contract describing his/her term of office, duties, rights and responsibilities and entitlements on termination.
- 20.4 Between Board meetings the Chairman maintains an informal link between the Board and the Director-General. The Chairman shall be kept informed by the Director-General on all critical matters, and shall be available to the Director-General to provide counsel and advice where appropriate.
- 20.5 Only decisions of the Board acting as a body are binding on the Agency. Decisions or instructions of individual Board members or committees are not binding.

21. Role of Board Secretary

The Board Secretary is responsible for ensuring that Board procedures are followed and that the applicable rules and regulations for the conduct of the affairs of the Board are complied with. The Board Secretary shall:

- 21.1 Provide guidance to Board members on the nature and extent of their duties and responsibilities and how they should conduct their functions effectively;
- 21.2 Take Board and Committee minutes;
- 21.3 Attend to matters arising and circulate board packs before meetings take place;
- 21.4 Organise and co-ordinate induction of new Board Members and assist the Board Chairman in developing mechanisms for continuous education and training of Board Members so as to improve and maintain the effectiveness of the Board;
- 21.5 Making provision for maintenance of the Board to facilitate its efficient operation.
- 21.6 Provide guidance and advice to the Board and Management team on issues relating to ethics, legal matters and good corporate governance; and
- 21.7 Keep a register of attendance as well as a register of disclosures of interest for each of the Board Members.

22. Board Meetings

- 22.1 The Board shall hold not less than four meetings in each financial year. However, the Board Chairman may call for special meetings to address urgent issues or specific circumstances

that may arise in between scheduled meetings.

22.2 Board meetings are arranged in advance at the beginning of each financial year and convened by formal notice incorporating a detailed agenda supported by relevant written proposals and comprehensive reports.

22.3 Meetings should be properly constituted with 50% or more of the voting membership constituting a quorum. In the event that there is no quorum, the meeting should be adjourned for lack of a quorum.

22.4 Portions of Board Meetings may be held “in camera” if the items to be discussed are of a sensitive nature in which case the Chairman may ask non-members present to leave the meeting while the “in camera” item is discussed.

23. Appointment of External Auditor, Bankers and Lawyers

The Board shall approve the appointment of external auditors, bankers and lawyers for the Agency.

24. Board Remuneration

24.1 The Board remuneration will comprise a basic fee and sitting allowances as advised by the Office of the President and Cabinet from time to time.

24.2 In addition, the Agency will meet all travelling, accommodation and upkeep expenses for Board members attending to the business of the Agency.

24. Declaration of Assets by Board Members

24.1 All Board members are required to submit a declaration of assets to the Office of the President and Cabinet:

- a) within three (3) months after appointment or reappointment
- b) On the anniversary of their appointment or reappointment to Board
- c) Within two months after ceasing to be a member of the Board

25. Promotion of Integrity

25.1 In the discharge of its roles and functions, the Board must conduct itself with honesty and integrity and above all must always act in the best interest of the Agency.

25.2 The Board shall make every effort to promote integrity and to combat corruption in the

Agency

26. Signatures

Adopted and approved by the Board of Directors of the Zimbabwe National Statistics Agency

Director-General

A Mukavhi

8/7/2024

Name: Mr A. Mukavhi

Signature

Date

Board Chairman

Mafararikwa

Name: Mr J. Mafararikwa

Signature

Date

Approved by: Minister of Finance, Economic Development and Investment Promotion

Mthuli Ncube

22/07/2024

Name: Prof Hon Mthuli Ncube

Signature

Date