



TRANSPARENCY
INTERNATIONAL
ZAMBIA

BOARD CHARTER

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Glossary of key terms

In this Board Charter,

- ☞ **AGM** means TI-Z's Annual General Meeting called in line with TI-Z's Articles of Association
- ☞ **Board** means the elected Board of Directors of TI-Z, made up of the Chapter President, Chapter Vice President, Treasurer, four elected committee members and 2 co-opted committee members.
- ☞ **Committee Member** means an elected or co-opted member of the TI-Z Board of Directors
- ☞ **Corruption** means the abuse of entrusted power for private gain.
- ☞ **Donor** means a person/s or organisation/s who offer financial or material support to TI-Z or any of its officials on behalf of TI-Z.
- ☞ **Elective AGM** means an AGM where elections will be conducted for the purposes of filling vacancies in the Board.
- ☞ **Member** means a person admitted as a member of TI-Z.
- ☞ **Motion** means an agenda item submitted by a member to the Secretariat procedurally, or in terms of the Articles of Association or the rules of procedure for discussion at an AGM.
- ☞ **Official business** means business conducted on behalf of TI-Z and sanctioned by Management through the Executive Director.
- ☞ **Private sector** means private sector as understood in the general Zambian context.
- ☞ **Proxy** means a person or persons appointed by a member of TI-Z to stand in for her/him at an AGM and mandated to cast a vote on behalf of that member /members.
- ☞ **Public sector** means government ministries, departments and all quasi government departments such as parastatals.
- ☞ **Secretariat** means the Executive Director of TI-Z and his/her administrative staff.
- ☞ **Staff or employee** means a person who has a contract of employment with TI-Z and performs work or services for remuneration or reward on such terms and conditions as agreed upon as parties. This excludes consultants that may be hired to carry out specific projects for TI-Z from time to time.
- ☞ **TI** means Transparency International, to which TI-Z is an affiliate.
- ☞ **TI-Z** means the Zambia Chapter of Transparency International.

1. Name of the organisation

The name of the organisation is “Transparency International Zambia (hereinafter referred to as TI-Z).

2. The Board Charter

This Board Charter lays the basis upon which TI-Z, a non-partisan and non-profit making organization is founded and shall run. TI-Z shall always abide by the global norms and values of Transparency International (TI) which are transparency, accountability, integrity, solidarity, courage, justice, and democracy. In the execution of TI-Z’s mandate, no member will be discriminated against in any manner whatsoever on grounds such as race, ethnicity, place of origin, political opinion, colour, disability, status, creed or sex. All TI-Z members are obliged to abide by the rules, regulations, and policies of the organization at all times.

3. Affiliation of TI-Z

TI-Z is affiliated to Transparency International (hereinafter referred to as “TI”), a non-governmental organisation which is dedicated to fighting corruption by simultaneously increasing accountability in the government, private sector and civil society and curtailing both international and national corruption. TI-Z, being a local chapter of this global movement interacts locally and internationally with like-minded individuals, associations, groups, institutions, organisations or individuals that help to further the vision and mission of the organisation.

4. Overall and specific objectives

The overall objective of TI-Z is to develop sustainable capacity in the civil society, media, public and private sector to effectively fight corruption and promote integrity and good governance in Zambia. The specific objectives are as follows:

- i. To effectively and efficiently play the role of a watchdog institution against corruption and other corrupt practices in Zambia;
- ii. To enhance and be catalytic in the promotion of integrity and good governance in Zambia;
- iii. To promote constructive debate and dialogue among various actors on the situation of corruption, good governance and integrity in Zambia;

- iv. To develop sustainable coalitions for purposes of joint action and enhancement of information sharing among various stakeholders; and
- v. To develop the organizational and human resource capacities of various actors to effectively deal with issues of corruption, good governance and integrity.

5. Powers of TI-Z

In furtherance of its objectives, TI-Z will have the power to engage in all necessary transactions including:

- i. Raising money through subscriptions, contributions and donations;
- ii. Entering into contracts;
- iii. Leasing or purchasing such premises as may be required for the efficient running of the affairs of TI-Z;
- iv. Employing staff and causing the termination of such employment;
- v. Paying any expenses incurred in connection with the administration of TI-Z;
- vi. Appointing agents to represent TI-Z for any specific purpose, including the power to employ legal practitioners and other professional persons and to remunerate such persons;
- vii. Taking action in any court of law for the recovery of any amounts due to TI-Z;
- viii. Purchasing movable and immovable property or otherwise acquiring any movable equipment or machinery that may be necessary for the promotion of the work of TI-Z; and
- ix. Opening and controlling any bank accounts and investing money in any financial institution.

6. Liability

TI-Z is legal entity capable of holding property in its own name, suing and being sued in its own name and of doing all other such things as may be necessary for or incidental to the exercise of its functions in terms of its Articles of Association, rules and regulations.

7. Structure of TI-Z

TI-Z is made up of the following organs:

1. The Annual General Meeting
2. The Board of Directors
3. Committees of the Board
4. The Secretariat

8. Composition of organs of TI-Z

8.1. Annual General Meeting (AGM)

The AGM is the supreme body of the organisation and responsible for providing overall direction to the work of TI-Z. The AGM comprises Members of TI-Z, who are the owners of the organisation. During elective AGMs, eligible Members of TI-Z contest elections to join the Board of Directors in order to carry out oversight roles over the Secretariat as delegated through the Articles of Association.

8.2. The Board of Directors

The Board of Directors (hereafter referred to as the Board) is responsible for representing the Members as the more visible arm of the organization's governance structure. Hence, the Board meets more regularly, through meetings of the full Board and its standing committees. All Board actions shall be regulated by the Articles of Association or this Board Charter. New terms of engagement in the Board must be proposed and tabled before the full Board for approval. Such new terms of engagement would become of full force and effect by way of resolution.

8.2.1. Composition of the Board

The Board is made up of nine (9) Members, seven (7) of which are elected at an elective AGM, and the remaining two co-opted from among TI-Z's membership. The full composition of the Board is as follows:

- i. The Chapter President;
- ii. The Chapter Vice President;
- iii. The Treasurer;
- iv. Four (4) Committee members; and

- v. Two (2) Committee Members co-opted from the TI-Z membership.

8.2.2. Qualifications for Board membership

- i. A Board Member must first and foremost be a paid-up member of TI-Z.
- ii. A Board Member must have knowledge of the country's anti-corruption laws and activities being carried out to combat corruption.
- iii. A Board Member must not be an active participant or a portfolio holding member in any political party.
- iv. A Board Member must have no interest or participation in any industry/organization that is in conflict with TI-Z's policies.
- v. A Board Member must demonstrate sound organisational skills.
- vi. A Board Member must demonstrate leadership skills.
- vii. A Board Member cognizant of TI-Z's mandate and position in the local and international fraternity must be mindful not to participate in any activity that would be perceived criminal in any manner.
- viii. A Board Member must participate in and stay connected with organizational activities.

8.3. Committees of the Board

The Board shall establish Committees through which it will conduct its oversight function on the TI-Z Secretariat. Committees develop policy options for the Board and recommend actions for its consideration and approval. A Committee's size, the expertise of its members, and its focus enable it to deal with issues in greater detail than the full Board can. Small groups are often more adept at problem solving than large groups. They can analyze issues more completely, arrive at more thoroughly deliberated recommendations, and usually reach consensus more quickly. Much of the Board's work is accomplished through its Committees. The key word here is through: Committees make a critical contribution to the Board's deliberations and decision-making, but they do not supplant the responsibilities of the full Board. Every Board member remains accountable for the actions the Board takes based on Committee recommendations. The fact that a Committee has prepared the way and recommended a policy option does not relieve individual members of their obligation to make informed, carefully considered judgments based on their understanding of the issues and their determination of the needs of the organization.

There shall be standing committees, as well as adhoc committees that will be established to focus on specific areas of work as need arises. The standing committees of the Board shall be as follows:

- i. The Finance, Audit and Investments Committee;
- ii. The Staff and Members' Welfare Committee;
- iii. The Legal Committee;
- iv. The Disciplinary Committee;
- v. The Procurement Committee;
- vi. The Research, Education and Training Committee; and
- vii. The Programme Management Committee.

Membership to the committees of the Board will be by invitation of the Board. The Committees shall report their activities to the full Board during meetings of the Board.

8.4. The Secretariat

The Secretariat, headed by the Executive Director, is the implementing agency for all TI-Z programmes and policies. It comprises full-time employees who are appointed by the Board through the Executive Director, who represents the Secretariat on the Board as the Secretary of the Board.

The Secretariat has the following specific functions:

- i. Effective implementation of TI-Z programmes and projects;
- ii. Prudent management of TI-Z resources;
- iii. Coordinating resource mobilization efforts for TI-Z;
- iv. Supporting the operation of the TI-Z Board of Directors; and
- v. Supporting the operation of Board Committees

9. Operation of the Board

The Board shall operate in line with the TI-Z Articles of Association. The main function of the Board is to oversee a functional, effective organization through its scheduled board meetings, committee meetings, and adhoc platforms as may be identified from time to time. The Board must ensure that TI-Z operates in compliance with all statutory requirements, meets its national

and international policy obligations, and through adequate resource mobilization stays true to its calling as an anti-corruption watchdog.

9.1. Core functions of the Board

9.1.1. Setting organisational policy

The primary function of the Board is to develop policies that ensure the organization is run effectively, legally, and ethically. These policies are the building blocks for the Executive Director who, in turn, is responsible for implementing them and managing the organization in accordance with them.

9.1.2. Guiding long-range planning and development

The Board gives direction to the organization through long-range goals, ranging at least three to five years into the future. During the planning process, the Board will be asked to assess the present and future needs of the organisation and to determine how TI-Z fits into that picture.

9.1.3. Fundraising and monitoring finances

As the Board represents the members of TI-Z in overseeing the trusteeship of TI-Z resources, the Board must ensure that this is done with utmost integrity, transparency and accountability over the organization's financial resources. The Board is also responsible for looking into the financial future of the organisation. When the Board plots TI-Z's goals, it must review its ability to pay for its plans, which means playing the fundraising role.

9.1.4. Providing support to the Secretariat

Without a skilled and functional Secretariat, the policies and plans adopted by the Board would be of little impact. The Secretariat drives the vision and mission of the organisation and turns the members' ideas as given by the Board into reality. As the Board endeavors to fulfill its roles, it is important for Board Members to remember the bird's eye view that must be maintained between Secretariat and Board functions. The Board provides direction on the vision of the members, but the Secretariat, through the Executive Director decides how the vision is actualized into goals that are accomplished.

9.1.5. Working cooperatively in the spirit of collective responsibility

If individual board members cannot work with their peers, then the Board will accomplish nothing. This is true in every aspect of board service -- meeting efficiency, conflict management,

and recruitment, training, and Executive Director evaluation. The Board is also expected to enhance the principle of collective responsibility for all decisions it makes.

9.1.6. Objective self-appraisal

The Board is required to evaluate itself objectively on an annual basis in order to stay efficient and effective. Board members must evaluate each other using a peer evaluation process. In a peer review process findings and recommendations must all be forwarded to the Board Chairperson who makes them known to the entire board in a transparent and constructive manner. The aim is not to find fault, witch hunt or stage board coups but to steer the board to greater efficiency, competence and effectiveness.

9.2. Ethics for the Board

Ethics are essential to the Board's integrity and lend credibility to the goals that TI-Z is striving for. Ethics keep the Board honest and dependable. Behind boardroom doors, ethics serve as a reminder that the organization's mission takes priority over personal agendas.

Members of the TI-Z Board must therefore adhere to the following ethical standards:

- i. Represent the interests of all people served by TI-Z and not favor special interests inside or outside of the organisation
- ii. Not use their service on this Board for their own personal advantage or for the advantage of their friends or associates.
- iii. Respect and comply with the tenets of confidentiality at all times.
- iv. Respect and support the majority decisions of the Board.
- v. Approach all board issues with an open mind, and be prepared to make the best decisions for everyone involved.
- vi. Do nothing to violate the trust of those who elected or appointed them to the Board or of those they serve.
- vii. Focus their efforts on the mission of TI-Z and not on their personal goals.
- viii. Never exercise authority as a board member except when acting in a meeting with the full Board or as delegated by the Board.

9.3. Board Members' code of conduct

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board Members. Members of the Board are therefore expected to conduct themselves appropriately as follows:

9.3.1. Board Members represent un-conflicted loyalty to the interests of the ownership.

- i. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards.
- ii. This accountability supersedes the personal interest of any Board Member acting as an individual consumer of TI-Z's services.

9.3.2. Board Members must avoid any conflict of interest with respect to their fiduciary responsibility.

- i. There must be no self-dealing or any conduct of private business or personal services between any Board Member and TI-Z except as procedurally controlled to assure openness, competitive opportunity and equal access to otherwise "inside" information.
- ii. Board Members must not use their positions to obtain for them or for their family members employment within the TI-Z.
- iii. No Board Member will be considered for employment within TI-Z

9.3.3. Board Members may not attempt to exercise individual authority over TI-Z except as explicitly set forth in board policies.

- i. Board Members' interaction with staff must recognize the lack of authority in any individual Board Member or group of Board Members except as noted above.
- ii. Board Members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board Member or Board Members – other than the Chapter President or his/her delegated representative - to speak for the Board or the organisation.
- iii. Board Members will make no judgments on staff performance except as that performance is assessed against explicit Board policies through the official appraisal process.

Board Members will deal with outside entities or individuals, with clients and staff, and with each other in a manner reflecting fair play, ethics, and straightforward communication.

9.4. Interactions between the Board and Staff

Board Members in many organisations have been known to have an unfortunate tendency to get involved in the administrative responsibilities of the organisation. Please note that not all Board Members stray into these waters, and those who do usually have the best of intentions. Nonetheless, meddling in the work of Secretariat is something the Board needs to be wary of. Not only does it damage the work relationship you share, but it undermines the Executive Director's authority and sends conflicting messages about the organization's priorities, as well. The role of the Board is to set policy and plot the general direction in which it wants the organization to go. The role of the Secretariat, through the Executive Director is to take the long-range plan and devise objectives to achieve the goal that the Board desires, and to manage day-to-day events accordingly.

If the Board is thorough and diligent in making policy, writing plans and hiring the best Executive Director it can find, there should be no reason for it to be involved in the Executive Director's or Secretariat's day to day work.

9.4.1. What Secretariat expects from the Board

- i. Counsel and advice - giving the benefit of its judgment, expertise and familiarity with the local setting.
- ii. Consultation with the Executive Director on all matters which the Board is considering.
- iii. Full delegated responsibility for implementation of TI-Z programmes.
- iv. Providing support to the Executive Director and staff in carrying out their professional duties.
- v. Supporting the Executive Director in all decisions and actions consistent with policies of the Board and the standards of the organization.
- vi. Holding the Executive Director accountable for the supervision of the organization.
- vii. Reading materials that are provided to them.
- viii. Helping to identify and locate resources for the organisation.

- ix. Recognition of staff accomplishments and respecting staff members' views.

9.4.2. What the Board expects from Secretariat

- i. Effective implementation of TI-Z programmes
- ii. Actively promoting the TI-Z mission.
- iii. Competency in delivery of tasks.
- iv. Keeping the Board informed of achievements, failures, challenges and lessons.
- v. Being involved in the planning process.
- vi. Being aware of the responsibilities of the Board.
- vii. Provision of complete, concise and accurate information when required.
- viii. Utilization of the unique experience of board members.
- ix. Recognition of the accomplishments of the Board.
- x. Respect Board Members' views.

9.5. Conflict of interest

Conflicts of interest occur whenever a Member acts in a position of authority on an issue in which they have financial or other interests. In other words, when there is a dual interest or the appearance of a dual interest for any Board Member, the potential for a conflict of interest exists. In cases of potential conflict of interest, Board Members must act to preserve and enhance public trust in TI-Z by putting the interests of the organization ahead of all other business and personal interests. In addition to the public's sensitivity to self-dealing, activities which appear to have a conflict of interest can be the basis for lawsuits against the Board and officers.

When Board Members are confronted with an actual or apparent conflict of interest, there are reasonable steps that the organization can take to preserve its integrity. Members need not be disqualified from boards simply due to conflicts of interest.

Annexes

1. Board Members' Register of Interests
2. Board self-evaluation questionnaire