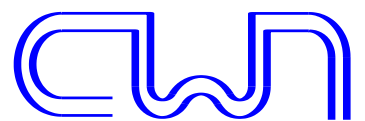


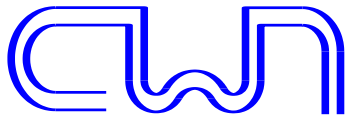


Board Charter

Central Water Authority



Approved by the board on 26 April 2018



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1. INTRODUCTION

The Board Charter sets out the objectives, roles and responsibilities and composition of the Board of the Central Water Authority (the “Authority”). These provisions are complementary to the requirements regarding the Board and Board members contained in the Mauritian legislation and regulations, the Central Water Authority (CWA) Act and the provisions governing the relationship between the committees of the Board as contained in the charters of committees (which have been approved by the Board).

This Charter is posted on the CWA’s website.

2. COMPOSITION OF THE BOARD

2.1 Board Profile, Size, Expertise

2.1.1 In line with Section 7 of the Central Water Authority Act:

(1) The Authority shall be administered and controlled by a Central Water Board (the “Board”).

(2) The Board shall consist of:

- (a) a Chairperson, to be appointed by the Minister;
- (b) a representative of the Ministry responsible for the subject of finance;
- (c) a representative of the Ministry responsible for the subject of energy;
- (d) a representative of the Ministry responsible for the subject of labour and industrial relations;
- (e) 2 members with experience in agricultural, industrial, commercial, financial, scientific or administrative matters, appointed by the Minister.

2.2 (Re) Appointment, Term of Office, Disqualification

2.2.1 Every ex officio member shall remain a member for as long as he holds the office by virtue of which he became a member and every appointed member shall held office for not more than 2 years but shall be eligible for reappointment.

2.2.2 Any person who:

- (a) is a member of the Assembly; or
- (b) is employed by, or holds any interest in, any undertaking with which the Board has any contract,

shall not be qualified to be a member.

2.2.4 A member shall be removed from office on being disqualified from holding office under subsection 2.2.3.

2.3 Chairperson

The Chairperson shall be appointed by the Minister on such terms and conditions as he thinks fit.

(1) In line with Section 17 of the CWA Act,

- (a) The Board may, subject to such conditions as it thinks fit, delegate to the Chairperson all or any of its powers, functions and duties, except the power to invest and borrow money.
- (b) The Chairperson may, with the approval of the Board, delegate in writing to the General Manager or to any other officer any power delegated to him under subsection (a).

(b) Duties

The Chairperson of the Board is primarily responsible for the activities of the Board and its committees. He / She shall act as the spokesman for the Board and is the principal contact for the General Manager. The General Manager and the Chairperson shall meet regularly.

(c) Responsibilities

The Chairperson ensures that:

- (i) the Board satisfies its duties
- (ii) Board members, when appointed, participate in an induction program and, as needed, in supplementary programs;
- (iii) the Board members receive in a timely manner all information necessary for them to perform their duties;
- (iv) the agendas of Board meetings are determined;
- (v) the Board meetings are chaired in an effective manner;
- (vi) the Board has sufficient time for consultation and decision making;
- (vii) minutes of Board and committee meetings are kept;
- (viii) the committees function properly;
- (ix) the Board consult with external advisors appointed by the Board as and when required;
- (x) the performance of the Board members is evaluated every year;
- (xi) address problems related to the performance of individual Board members;
- (xii) internal disputes and conflicts of interest concerning individual Board members and the possible resignation of such members as a result thereof are addressed; and

2.4 Board Secretary

(a) The Board Secretary assists the Board.

(b) General Access

All Board members may go to the Board Secretary for advice or to use his or her services.

(c) Responsibilities

The Board Secretary sees to it that the Board follows correct procedures and that the Board complies with its obligations under law and the Authority's Act. The Board Secretary shall assist the Chairperson of the Board in organising the Board's activities (including providing information, preparing an agenda, reporting of meetings, evaluations and training programs).

2.5 Committees

(a) Establishment of Committees

The Board may appoint committees from among its members to perform specific tasks. The Board may determine the members of any committee.

Board Committees shall comprise exclusively of Board members. However, non-directors can be invited to attend the Committees.

The Board has established the following Committees:

- ✓ Finance Committee;
- ✓ Staff Committee
- ✓ Audit & Risk Committee
- ✓ Governance Committee

(b) Board Responsibility for Committee Action

The Board remains collectively responsible for the decisions and actions taken by any committee. A committee may only perform the tasks delegated to it by the Board and may not exceed the authority or powers of the Board as a whole. Decisions that, by law, must be taken by the Board may not be delegated to a committee.

(c) Committee Reporting

Each committee must promptly inform the Board of the actions it has taken and major developments of which it becomes aware. Each Board member has unrestricted access to all committee meetings and records. The Board, shall as set forth in the charter of the committee concerned, receive a report from the committee describing the committee's actions and findings.

(d) Committee Charters

The Board shall establish (and may amend) charters for each committee. The charters shall indicate the role and responsibilities of the committee, its composition and how it should perform its duties.

(e) Website Disclosure

The charters and the composition of the committees shall be posted on the organisation's website.

3. DUTIES AND POWERS

3.1 General Duties and Powers

(a) General Responsibilities

The Board oversees the general business of the organisation. The entire Board is responsible for such supervision and oversight.

(b) The Board Acts in the Interest of the Organisation

The Board shall act in the best interests of the organisation and its business, taking into consideration the interests of the organisation's and other stakeholders.

(c) Quality of Performance

The Board is responsible for the quality of its own performance.

(d) Action in Concert

As much as they can, within their individual responsibilities as members of the Board, members shall act and speak in concert with respect to important affairs and matters of principle.

(e) Provision on Information

The Chairperson, the Board Secretary and the General Manager shall see to it that the management, in a timely manner, provides the Board and its committees with the information they need to properly function.

(f) Responsibility for Securing Information

The Board and its individual members each has responsibility for obtaining all information from the management and the internal and external auditors needed to carry out their duties. If the Board thinks it is necessary, it may obtain information from officers and external advisers of the organisation. The Board may require certain officers and external advisers to attend, but never to vote at its meetings.

(g) Access to Records

Each member of the Board has access to the books and records of the organisation, if useful to perform his or her duties. Unless the charter of a committee states otherwise, Board members shall consult with the Chairperson of the Board and the Board Secretary before exercising their rights under this provision.

(h) Use of Experts

The Board may hire experts to assist or advise them. The cost of such experts shall be agreed to by the Board and shall be paid by the organisation. A Board member may rely upon the advice of a relevant expert so long as the member has no reason to question the expert's report or conclusion.

3.2 Duties Regarding the Supervision of Management

(a) Nature of Supervision

In supervising the Management, the Board shall consider:

- the achievement of the organisation's objectives;
- the strategy and risks in the organisation's activities;
- the structure and operation of the internal risk management, and audit and control systems;
- the final reporting process;
- compliance with law and regulations;
- any other matters the law required the Board to consider.

(b) Financial Reporting

The Board supervises the organisation's financial reporting in accordance with Section 4 below.

(c) **Annual Risk Review**

At least once a year, the Board shall discuss the organisation's strategy and business risks, the management's assessment of the internal risk management and control systems, and any significant changes to such systems.

3.3 Duties, Regarding the Members and the Performance of the Board

(a) **Duties Regarding Board**

The duties of the Board (in consultation with the appropriate Board committees) in relation to the members of the Board include:

- the establishment of committees and defining their roles, the evaluation of the Board, its individual members and its committees (including an evaluation of the Board Profile and the induction, education and training program);
- addressing any conflicts of interest issues between the organisation and members of the Board.

(b) **Board Assessment**

At least once a year, the Board shall evaluate its own activities and those of its individual members, the effectiveness of such activities, and the composition and competence of the Board and its committees.

3.4 Certain Other Duties of the Board

(a) **Duties Generally**

The other duties of the Board include:

- duties regarding the external auditor as described in this Board Charter and the Charter of the Audit Committee; and
- other duties imposed by law, the Authority's Act, this charter and the charter of a committee.

(b) **Annual Report and Accounts**

The Board shall draw up a report describing its activities in the financial year, and containing the statements and information required by law and the Authority's Act.

4. SUPERVISION OF FINANCIAL REPORTING

(a) **General Supervision Responsibilities**

The Board, in consultation with the Audit Committee, supervises compliance with written procedures for the preparation and publication of the annual report and accounts. The Board, through the Audit Committee, also supervises the internal control and audit mechanisms for external financial reporting.

(b) **Discussion of Financial Report**

The Audit Committee shall regularly provide the Board with reports on the annual report and accounts, which will then be discussed at a meeting of the Board.

The annual report and accounts for the year just ended shall be discussed / approved in a meeting with the Board within four months of the year end prior to be submitted to the External Auditor not later than four months after the end of every Financial Year in line with statutory requirement.

(c) External Auditor

The Board shall ensure that the external auditor attends the meeting of the Board at which the report of the external auditor with respect to the audit of the annual accounts is discussed, and at which the Board decides whether or not to approve the annual accounts.

(d) Audit Committee is Principal Contact with External Auditor

The Board's principal contact with the external auditor is through the Chairperson of the Audit Committee. If any irregularities in the financial reports are discovered, the first discussion regarding such irregularities should be between the Audit Committee and the external auditor.

(e) Recommendations of External Auditor

The Board shall carefully consider and, if accepted, put into effect any recommendations made by the external auditor. This will include recommendations by the external auditor on the organisation's internal controls, as expressed in the 'management letter'.

5. BOARD MEETINGS AND DECISION-MAKING

5.1 Subject to subsection (2), the Chairperson shall preside at all meetings of the Board.

5.2 In the absence of the Chairperson at any meeting of the Board, the members present shall elect from among themselves a member to preside over that meeting and the member so elected shall, in relation to that meeting, exercise the functions and have all the powers of the Chairperson.

5.3 Five Members of the Board shall constitute a quorum.

5.4 The Board shall meet at least once a month.

5.5 Board meetings are generally held after office hours at the offices of the organisation but may also be convened at such time and place as the Chairperson may appoint.

5.6 All acts, matters or things authorised or required to be done by the Board shall be decided by a simple majority of the votes of members present and voting at that meeting.

5.7 At any meeting of the Board, each member shall have one vote on the matter in question and, in the event of an equality of votes, the person presiding at that meeting shall have a casting vote.

5.8 Subject to the CWA (Act), the Board shall regulate its meetings and proceedings in such manner as it thinks fit.

5.9 The General Manager shall attend every meeting of the Board and may take part in its deliberations but he shall not be entitled to vote on any question before the Board.

6. OTHER PROVISIONS

6.1 Conflict of Interest of Board Members

A Board Member shall immediately report to the Chairperson of the Board any conflict of interest or potential conflict of interest and shall provide relevant information. The Board member concerned shall not take part in the assessment by the Board of whether a conflict of interest exists.

6.2 Remuneration of Members

Every appointed member shall be paid such remuneration and allowances from the General Funds as the Minister may determine.

6.3 Induction Program, Ongoing Training and Education

(a) Induction Program

Upon appointment, each Board member shall participate in an induction program that covers the organisation's strategy, general financial and legal affairs, financial reporting by the organisation, any specific aspects unique to the organisation and its business activities, and the responsibilities of a Board Member.

(b) Annual Review of Training

The Board shall conduct an annual review to identify areas where the Board members require further training and education.

(c) Cost of Organisation

The costs of the induction course and any training or education shall be paid for by the organisation.

6.4 Confidentiality

(a) Duty to keep Information Confidential

Unless required to do so by law, no Board member shall, during his or her membership on the Board or afterwards, disclose any information of a confidential nature regarding the business of the organisation. A Board member shall not use such confidential information for his or her personal benefit.

(b) Return of Confidential Information

At the end of each Board member's term of office, he/she shall return all confidential documents in his or her possession to the organisation or guarantee their disposal in a manner that ensures confidentiality is preserved.

6.5 Miscellaneous

(a) Acceptance by Board Members

Anyone who is appointed as Board member must, upon assuming office, declare in writing to the organisation that he/she accepts and agrees to comply with the provisions of this charter.

(b) Amendment

This charter may be amended by the Board at its sole discretion without prior notification.