



BOTSWANA NATIONAL OLYMPIC COMMITTEE



## **THE CHARTER OF THE BOTSWANA NATIONAL OLYMPIC COMMITTEE BOARD (“the BNOC BOARD”)**

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## CHARTER OF THE BOARD

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### **I. INTRODUCTION**

- A. The Board's primary responsibility is to foster the long-term success of BNOC, consistent with the Board's responsibility to act honestly and in good faith with a view to the best interests of the Organisation.
- B. The Board has plenary power. Any responsibility not delegated to management or a committee of the Board remains with the Board. This Charter is prepared to assist the Board and management in clarifying responsibilities and ensuring effective communication between the Board and management.

### **II. ROLE OF THE BOARD**

- A. The Board has the primary responsibility for guiding and monitoring the business affairs of BNOC including compliance with the organization's corporate governance objectives.
- B. In giving effect to this Board Charter, each Board Member will at all times act honestly, fairly, diligently, and in all respects in accordance with the laws applicable to the organization.
- C. Each Board Member will at all times act in the interests of BNOC and will have regard to the interests of the athletes, members of their entourages, staff, the community and the environment in which BNOC operates.
- D. The conduct of Board Members shall be consistent with their duties and responsibilities to the organization.

- E. The Board shall be disciplined in fulfilling its function, with the emphasis being placed on strategic issues and policy.
- F. The Board will seek to support and maintain culture within the organization that embraces and establishes the principles set out in this Board Charter.
- G. Board Members shall comply with all relevant legislation and shall be required to maintain strict confidentiality of all information relating to the business of the organisation.
- H. The Board's discussions shall be open and constructive. The Chairman shall seek a consensus in the Board but may, where necessary, call for a vote. Discussions and records shall remain confidential unless a specific directive is received from the Board to the contrary.
- I. The Board shall have sole authority over its agenda. Any Board Member may request the Board Secretary to include an item on the agenda for discussion by and the decision of the Board.
- J. At each meeting the Board shall, at a minimum, consider three matters laid out in the meeting agenda.
- K. The responsibility for the day-to-day management of the BNOC shall vest with executive management within the powers and authorities delegated to it by the Board. The Board shall afford executive management strategic direction and support in the execution of its duties.
- L. 12. Board members shall have unrestricted access to all organisation information, records and documents. The Board Secretary shall assist the Board or any member thereof in providing any information or document that may be required.

### **III. DUTIES AND RESPONSIBILITIES OF THE BOARD**

#### **A. Managing the Affairs of the Board**

The Board operates by delegating certain of its authorities, including spending authorizations, to management and by reserving certain powers to itself. Certain of the legal obligations of the Board are described in detail

below. Subject to these legal obligations and to the Articles and By-laws of the organization, the Board retains the responsibility for managing its own affairs, including:

- i. Approving committees of the Board and Commissions;
- ii. Determining staff member's remuneration; and
- iii. Assessing the effectiveness of Committees/Commissions, the CEO and/or Senior Management

## **B. Management and Human Resources**

The Board shall have the responsibility for:

- i. The appointment and succession of the Chief Executive Officer (CEO) and monitoring CEO performance, approving CEO compensation and providing advice and counsel to the CEO in the execution of the CEO's duties;
- ii. Approving the job description of the CEO;
- iii. Reviewing CEO performance at least annually, against agreed –upon written objectives;
- iv. Approving decisions relating to senior management, including the:
  - a) Appointment and dismissal of members of the senior management leadership team;
  - b) Compensation and benefits for members of the senior management leadership team;
  - c) Annual corporate performance objectives utilised in determining incentive compensation or other awards to officers; and
  - d) Employment contracts, termination and other special arrangements with senior management officers, or other employee groups if such action is likely to have a subsequent material impact on the organization or its basic human resource and compensation policies.
- v. Taking all reasonable steps to ensure succession planning programs are in place, including programs to train and develop management;
- vi. Approving new benefit programs or changes to existing programs that would create change in costs to the organization;

- vii. Approving certain matters relating to all employees, including:
  - a) The annual salary policy/program for employees; and
  - b) Material benefits granted to retiring employees outside of benefits received under approved benefit programs.

### **C. Strategy and Plans**

The Board has the responsibility to:

- i. Participate in strategic planning sessions to ensure that management develops, and ultimately approve, major corporate strategies and objectives;
- ii. Approve capital commitment and expenditure budgets and related operating plans;
- iii. Approve financial and operating objectives used in determining compensation;
- iv. Approve the entering into, or withdrawing from, lines of business that are, or are likely to be material to the organization;
- v. Approve material diversities and acquisitions; and
- vi. Monitor management's achievements in implementing major corporate strategies and objectives, in light of changing circumstances.

### **D. Financial and Corporate Issues**

The Board has the responsibility to:

- i) take reasonable steps to ensure the implementation and integrity of the organisation's internal control and management information systems;
- ii) monitor operational and financial results;
- iii) approve annual financial statements and related Management's Discussion and Analysis, review quarterly financial results and approve the release thereof by management;
- iv) Recommend to the General Assembly external auditors and their fees;
- v) approve banking resolutions and significant changes in banking relationships;

- vi) approve contracts, leases and other arrangements or commitments that may have a material impact on the organization;
- vii) approve spending authority guidelines;
- viii) approve the commencement or settlement of litigation that may have a material impact on the organization; and
- ix) consider and review the social, ethical and environmental impact of the organization's activities and determining, monitoring and reviewing standards and policies to guide the organization in this regard.

## **E. Risk and Compliance Management**

The Board has the responsibility to:

- i) take reasonable steps to ensure that management has identified the principal risks of the organization's businesses and implemented appropriate strategies to manage these risks, understands the principal risks and achieves a proper balance between risks and benefits;
- ii) review reports on capital commitments and expenditures relative to approved budgets;
- iii) review operating and financial performance relative to budgets or objectives;
- iv) receive, on a regular basis, reports from management on matters relating to, among others, ethical conduct, environmental management, employee health and safety, human rights, and related party transactions;
- v) assess and monitor management control systems by evaluating and assessing information provided by management and others (e.g. internal and external auditors) about the effectiveness of management control systems;
- vi) approve and monitor compliance with the organisation's Code of Conduct, Grievance and Disciplinary Procedure Policy and other material policies;
- vii) monitor and review the organisation's operations in relation to and compliance with legal and regulatory requirements; and
- viii) deal with sensitive or unusual matters of a material nature.

## **F. Policies and Procedures**

The Board has responsibility to:

- i) monitor compliance with all significant policies and procedures by which the organization is operated;
- ii) direct management to ensure the organization operates at all times within applicable laws and regulations and to the highest ethical and moral standards;
- iv) review significant new organization policies or material amendments to existing policies.

## **G. Compliance Reporting and Corporate Communications**

The Board has the responsibility to:

- i) take all reasonable steps to ensure the organisation has in place effective disclosure and communication processes with stakeholders and financial, regulatory and other recipients;
- ii) approve interaction with stakeholders on all items requiring stakeholder response or approval;
- iii) take all reasonable steps to ensure that the financial performance of the organisation is adequately reported to stakeholders;
- v) take all reasonable steps to ensure the timely reporting of any other developments that have significant and material impact on the organisation; and
- vii) deal with matters referred to it by any Board Committee.

## **IV. INDEPENDENT EXTERNAL ADVISE**

- A. The Board may engage an independent external adviser in relation to any Board matter, at the expense of the organization.

## **V. ASSESSMENT AND EVALUATION OF THE BOARD PERFORMANCE**

The Board shall be responsible for undertaking regular performance assessments of the Chairperson, CEO, the Board as a whole, and Board Committees in order to

evaluate their effectiveness and performance with respect to organizational strategy and requirements of the Constitution.

## **VI. GENERAL LEGAL OBLIGATIONS OF THE BOARD**

The Board is responsible for:

- i) directing management to ensure legal requirements have been met and documents and records have been properly prepared, approved and maintained;
- ii) recommending for approval to the General Assembly the organization's legal structure, name, logo, mission statement and vision statement; and
- iii) performing such functions as it reserves to itself or which cannot, by law, be delegated to Committees of the Board or to management.

## **VII. BOARD COMMITTEES**

- a. The Board is authorised to establish Committees and/or Commissions, in which Board Members shall play an important role, to assist it in the execution of its duties, powers and authorities.
- b. The Board shall delegate to each of the committees/commissions established, such authority as is required to enable such committees/commissions to fulfil their respective functions.
- c. The delegation of authority to Board committees/commissions or management shall not mitigate or discharge the Board from its duties and responsibilities.
- d. Each committee/commissions shall have formal terms of reference that shall be approved by the Board.
- e. The Chairman of each committee/commissions shall report back to the Board at agreed times during Board meetings on a general principle of transparency and full disclosure.
- f. The Board shall be able to impose or revoke any regulation and/or delegation of authority, by which any committee/commission or individual shall operate, at any time by recording its decision in the board minutes.

## **VIII. ROLE OF THE CEO**

- a. The Chief Executive Officer (CEO) is appointed by the Board.
- b. The CEO's responsibility is to focus on the operations of the organisation, ensuring that it is run efficiently and effectively and in accordance with the strategic decisions of the Board.
- c. The CEO is accountable to the Board for, amongst other things:
  - i. development and recommendation to the Board of the strategy and vision of the organisation and the annual business plans and budgets that support the organisation's long-term view;
  - ii. achievement of performance goals, objectives and targets;
  - iii. maintenance of an effective management team and management structures;
  - iv. ensuring that appropriate policies are formulated and implemented to guide activities;
  - v. ensuring that effective internal organisation and governance measures are deployed; and
  - vi. serving as the chief spokesperson of the organisation.

## **IX. ACCESS TO THIS BOARD CHARTER**

- A. This Board Charter will be available for viewing by any member of the BNO.

## **X. REVIEW OF CHARTER**

- A. The Board will regularly review the Board and Committee Charters and make any changes it determines necessary or desirable.

This charter was approved and adopted at a Special Board Meeting of January 22<sup>nd</sup>, 2016.

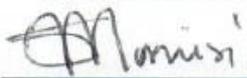
Signed:

02-02-2016  
1. Mr. Negroes M. Kgosietsile  
PRESIDENT

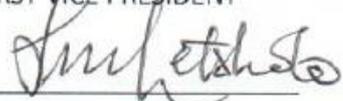
Dated: 

  
2. Lt. Col. Botsang Tshenyego  
SENIOR VICE PRESIDENT

Dated: 02/02/2016

  
3. Mr. Moses S. Moruisi  
FIRST VICE PRESIDENT

Dated: 02/02/2016

  
4. Mr. Letsholo M. Letsholo  
SECOND VICE PRESIDENT

Dated: 02/02/2016

5. Mr. Michael Moroka  
BOARD MEMBER

Dated: 02/02/2016

6. Mr. Tshepo Sitale  
BOARD MEMBER

Dated: 02/02/2016

7. Ms. Bernadette Moruti  
BOARD MEMBER

Dated: 02.02.2016

  
8. Mr. Lechedzani. M. Luza  
BOARD MEMBER-ATHLETES REPRESENTATIVE

Dated: 02/02/2016

  
9. Mr. Tuelo D. Seruffho  
CHIEF EXECUTIVE OFFICER

Dated: 02/02/2016