

BOARD OF DIRECTORS AND COMMITTEES

(2016/17 - 2018/19)



- 1.0 Charter of the Board of Directors**
- 2.0 Charter of the Human Resource Committee**
- 3.0 Charter of the Audit and Finance Committee**
- 4.0 Charter of the ICT and Port Operations Committee**
- 5.0 Charter of the Investment and Business Development Committee**

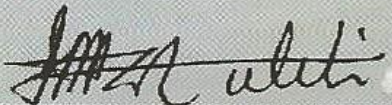
PREFACE

The decision on drafting the Charters of the Committees of the Board of Directors was made during the Retreat Session of the Board of Directors held on 7th July, 2016 in Dar es Salaam. These Committees are the Human Resource Committee, the Audit and Finance Committee, the ICT & Port Operations Committee and the Investment and Business Development Committee. Later on, a further recommendation made by the Human Resource Committee was presented and then adopted by the Board of Directors during its 40th Ordinary Meeting held in Mtwara on 4th and 5th August, 2016 regarding the need for the Charter of the Full Board of Directors.

Both decisions of the Board of Directors were necessitated by the need for the Charters in order to properly guide the Board and the Board's Committees in conducting the governance business in line with the mandate and responsibilities of the Board and the Board's Committees. Accordingly, the Charters specify in sufficient depth all matters related to the powers, composition, terms of reference, conduct of business dealings on affairs and making performance evaluations of the Board.

The Charters shall remain instrumental for the conduct of the Board of Directors and its four (4) Committees in serving the best interest of TPA and the Government of Tanzania including its employees, stakeholders and the community at large at least during its current tenure of three (3) years from June, 2016 onwards. The Board Directors have committed themselves to utilize the Charters as important tools in turning around TPA from the challenging operating environment that was being faced in mid, 2016 to one of the most successful institutions in the country. This will be achieved through addressing Human Resource, ICT, physical infrastructure, marketing and security issues as a matter of priority areas based on the vision, mission and values of TPA.

BOARD CHAIRPERSON

Signed: 

Date: 15th August, 2017

TANZANIA PORTS AUTHORITY



1.0

CHARTER OF THE BOARD OF DIRECTORS

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1.0 PREAMBLE

This Charter shall apply to Tanzania Ports Authority (TPA), established under the Ports Act No 17 of 2004. The Charter has been adopted by the Board of Directors of TPA during its Meeting held on 29th July, 2017 in Arusha.

2.0 PURPOSE OF THE CHARTER

In carrying out its responsibilities and powers as set out in the Tanzania Ports Act No. 17 of 2004, the Board shall at all times recognize its overriding responsibility to act honestly, fairly, diligently and in accordance to the law in serving the interest of TPA and the Government of Tanzania including its employees, customers, agencies and the wider community.

The purpose of this Charter is to describe the mandate of the Board of Directors on how to conduct its business.

3.0 POWERS OF THE BOARD

- 3.1 Under section 6 (1)-(3), 7 (a)-(c) and section 2 of the Ports Act, the Board has been vested with powers to approve any individual capital work for purpose of the Authority, consider legislative proposal relating ports and recommend their enactment to the Minister, approve the provision of port services or facilities requested by Government or neighboring countries and give direction to the Director General in relation to carrying out of functions of the Authority.
- 3.2 The Board under Section 8 (1)-(4) has the powers to appoint Committees that assist in performing Board's duties due to scarcity of time available for the whole Board to convene meetings and the need for more focused attention by directors with some specialist knowledge on some crucial issues.

The Board currently has the following Committees:

- (a) Investment and Business Development Committee;
- (b) Human Resources Committee;
- (c) Audit and Finance Committee;
- (d) ICT and Port Operations Committee.

The Board is responsible for the oversight of its Committees. This oversight shall be in relation to each committee determining and reviewing its composition and structure and regularly

reviewing its performance against its charter.

4.0 COMPOSITION AND QUORUM OF BOARD

The Board shall consist of the Chairperson elected by the President of the United Republic of Tanzania with a minimum of five and a maximum of eight members who shall be appointed by the Minister from among persons who have experience in management.

The members of the Board shall elect a member from among themselves to be the Vice- Chairman of the Board, and any member elected as Vice- Chairman shall, subject to his continuing to be a member, hold office for a term of one year from the date of his election, and shall be eligible for re- election.

The quorum for the Board`s meetings shall be the majority of members. There shall be a Secretary to the Board as stipulated under the law.

5.0 TERMS OF REFERENCE FOR THE BOARD

5.1 The Roles and Responsibilities of the Board

- (a) The Board is responsible for setting the strategic direction and oversight of management of TPA. It also has the responsibility to provide direction of TPA`s Business Strategy, with ultimate aim to serve the interest of the government and all other stakeholders.
- (b) Receive reports from Management through its committees concerning the Authority's compliance with the TPA Code of Conduct and applicable legal requirements;
- (c) Review TPA budgets and Business Plan and monitor management of TPA`s capital;
- (d) Provide leadership of the Authority within a framework of prudent and effective controls which enables risk to be assessed and managed;
- (e) Approve the Authority's Policies and Procedures;
- (f) Monitor the operational and financial position and performance of the Authority;
- (g) Appoint and where appropriate remove employees whose appointments are the prerogative of the Board;

- (h) Review and approve the Authority's Remuneration Policy;
- (i) Review and approve the corporate goals and objectives relevant to the performance of the management, including an annual review of their performance in light of these goals and objectives;
- (j) Review and approve the organizational structure of the Authority in view to ensure it is filled by staff who possess relevant skills and experience;
- (k) Review and approve Collective Bargaining Agreements or compensation agreements of executive officers;
- (l) Review and monitor the trustee functions of the Authority with respect to the employee pension or welfare benefit scheme sponsored by the Authority;
- (m) Handle any other issues relevant to the Board in line with the law.

5.2 Oversight of Corporate Governance

- (a) To establish procedures for the Board to exercise oversight in the evaluation of the management;
- (b) To review corporate governance principles and applicability within the Authority;
- (c) To review, monitor and increase the quality and extent of the Authority's contribution to social and economic development as a responsible corporate citizen;
- (d) To direct management on matters delegated to it by the Board; and
- (e) To exercise any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.
- (f) To oversee Authority's compliance to policies and procedures regarding Codes of Conduct and Ethics and other applicable laws and regulations.

5.3 Oversight of Policy and Strategic Matters

- (a) Discuss all legal matters that may have a material impact on the Authority;

- (b) Ensure that in all recommendations from the management, the highest standards are developed, practiced and leveraged throughout the Authority to create stakeholder value and ensure that statutory mandates are effectively fulfilled;
- (c) Review and monitor current social, economic and political factors by accessing how they impact the Authority and take appropriate action;
- (d) Review issues affecting the acceptance of the Authority's policy prescriptions by Government and other stakeholders;
- (e) Review significant emerging issues and Authority improvements and
- (f) Perform such other duties and responsibilities as may be assigned by the respective Minister from time to time.

6.0 CONDUCT OF BUSINESS AND AFFAIRS OF THE BOARD

6.1 Meetings

The Board shall determine the conduct of its meetings as follows:-

- (a) The quorum for the conduct of the business of the Board shall be five members of the Board inclusive of the chairperson;
- (b) The Chairperson shall preside at every meeting of the Board and in his/her absence Vice- Chairperson shall preside the meeting;
- (c) The Board shall meet at least once every two months or as frequently as the circumstances may dictate;
- (d) Unless a unanimous decision is reached a decision on any matter before the Board shall be by a majority of votes of the members present and in the case of equal votes, the chairperson or the person presiding shall have a casting vote;
- (e) Subject to paragraph (c), no proceedings of the Board shall be invalid by reason only of a vacancy among the members of the Board;
- (f) A schedule of locations and dates of the regular meetings will be provided to the Directors in the beginning of the financial year;

- (g) Members of the Board are expected to attend its meetings as scheduled;
- (h) Members of the Board shall spend the time necessary and meet as frequently as necessary to properly discharge their responsibilities;
- (i) The Board may direct Management to provide information that it may require for execution of its duties; and
- (j) The Board may from time to time invite Management, other employees and advisors to attend Board meetings whenever deemed appropriate.

6.2 Agenda Items for Board Meetings

Agenda of the Board meetings may be determined in the following manner:-

- (a) The Chairperson of the Board, in consultation with the Board's Secretary will develop the agenda;
- (b) Each Director is free to suggest the inclusion of items on the agenda. Each Director is free to raise at any Board meeting subjects that are not on the agenda for that meeting;
- (c) A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the Directors at least 7 days prior to each Board meeting; and
- (d) Directors should review these materials in advance of the meeting. Directors having items to suggest for inclusion on the agenda for future Board meetings should advise the Chairman well in advance of such items.

6.3 Minutes of the Board

The Board shall cause minutes of all proceedings of meetings to be entered in books kept for that purpose.

6.4 Disclosure of interest

- (a) Where a Director is directly or indirectly interested in any contract, proposed contract or other matter before the Board and is present at a meeting of the Board at which the contract, proposed contract or other matters is the subject of consideration, he shall,

before the opening of the meeting disclose the fact and shall not take part in the consideration of discussion of, or vote on any question with respect to the contract or other matter or be counted in a quorum of the meeting during consideration of the matter and shall exit during deliberations.

- (b) The disclosure of interest made under sub-paragraph (a), shall be recorded in the minutes of the meeting at which it is made.

6.5 Reporting responsibilities

The Board shall regularly report to the Minister about its activities, issues and related recommendations.

7.0 PERFORMANCE EVALUATION OF THE BOARD

The Board shall perform an evaluation of its activities and individual member's performance annually to determine whether it is functioning effectively. The Board shall evaluate each Board member for:

- (i) Understanding and commitment to Board's role;
- (ii) Ability to act objectively and independently;
- (iii) Ability to take difficult but constructive stands;
- (iv) Understanding of the Authority business;
- (v) Their preparation for and participation in Board's meetings.

8.0 REVIEW OF THE CHARTER

The Charter of TPA Board of Directors shall be reviewed within two years or at any time whenever the need arises.

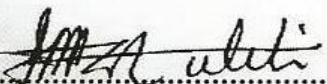
Issued by the Board of Directors

Tanzania Ports Authority

One Bandari Road

P.O Box 9184,

Dar es salaam

Signed:  Date: 15th August, 2017

Board Chairperson

TANZANIA PORTS AUTHORITY



2.0

CHARTER OF THE HUMAN RESOURCE COMMITTEE OF THE BOARD OF DIRECTORS

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1.0 PREAMBLE

This Charter shall apply to Tanzania Ports Authority, established under the Ports Act No 17 of 2004. The Charter has been adopted by the Board of Directors of the Tanzania Ports Authority during its 40th Meeting held on 4th – 5th August 2016 in Mtwara.

2.0 PURPOSE OF THE CHARTER

To describe the objectives, roles, responsibilities, composition and processes according to which the committee shall be institutionalized in the Authority

3.0 POWERS OF THE BOARD TO ESTABLISH COMMITTEES

3.1 Under section 8(1)-(4) of the Port Act the Board has been vested with power to appoint Board Committees. Committees are established to assist the Board in performing its duties due to scarcity of time available for the whole Board to convene meetings and the need for more focused attention by directors with some specialist knowledge on some crucial issues.

3.2 The Human Resource Committee shall act at the direction of the Board with the main objective to advise the Board of Directors in oversight responsibilities on Human Resources matters and other related issues.

4.0 COMPOSITION AND QUORUM OF HUMAN RESOURCE COMMITTEE

The Human Resource Committee of the Board shall consist of at least three members but should not exceed five members. Any of the committee members shall ensure he/she provide enough time for execution of committee duties. There shall be a Secretary to the Committee.

5.0 TERMS OF REFERENCE FOR THE HUMAN RESOURCES COMMITTEE

5.1 The roles of the Human Resources Committee

The Human Resources Committee is appointed by and shall act at the direction of the Board, to review policy papers and make recommendations on the functions delegated to them. The terms of reference for the committee shall assist the Board in the oversight of:-

- (a) Receiving reports from Management concerning the Authority's compliance with the TPA Code of Conduct and applicable legal requirements;
- (b) To advise the Board with respect to the Authority's policies and procedures regarding compliance with the Authority's Human Resources Policies, procedures, rules, regulations and any other existing Laws in force;
- (c) To review remunerations strategy for management members to ensure that they are rewarded appropriately for their contributions to the Authority's growth and that such Remunerations strategy supports organizational objectives and stakeholder interests;
- (d) To review the overall Remunerations policy for all employees of the Authority and recommend to the Board of Directors the amendment and administration of incentive and other Remunerations plans for the employees (including allowances, retirement and other benefits);
- (e) To review the corporate goals and objectives relevant to the performance of the management, including an annual review of their performance in light of these goals and objectives;
- (f) To review the organizational structure of the Authority in view to ensure it is filled by staff who possess relevant skills and experience;
- (g) To review and recommend to the Board of Directors any issue regarding employment, Collective Agreements or compensation agreement of executive officers;
- (h) To delegate to the management, the review and monitoring of the trustee functions of the Authority with respect to the employee pension or welfare benefit scheme sponsored by the Authority;
- (i) To consult with management on major policies affecting employee relations and welfare of the staff of the Authority and
- (j) To review periodically human resources programmes and to ensure strategic alignment of human resources functions and appreciate its contribution in an overall performance of the Authority
- (k) To handle any other issues relevant to the committee.

5.2 Oversight of corporate governance

- (a) To establish procedures for the Committee to exercise oversight of the evaluation of the Board and management;
- (b) To lead the Board in its annual review of the Board's performance;
- (c) To review the Boards' corporate governance principles and applicability within the Authority;
- (d) To review, monitor and increase the quality and extent of the Authority's contribution to social and economic development as a responsible corporate citizen;
- (e) To direct management on matters delegated to it by the Board; and
- (f) To exercise any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

5.3 Compliance Oversight Responsibilities

Advise the Board with respect to the Authority's policies and procedures regarding compliance with the Authority's Codes of Conduct and Ethics and other applicable laws and regulations.

5.4 Oversight of policy and strategic matters

- (a) Discuss all legal matters that may have a material impact on the Authority's and Human Resource sector;
- (b) Ensure that in all recommendations from the management, the highest standards are developed, practiced and leveraged throughout the Authority to create stakeholder value and ensure that statutory mandates are effectively fulfilled;
- (c) Review and monitor Human Resource strategy based on current social, economic and political factors;
- (d) Review issues affecting the acceptance of the Authority's policy prescriptions by government and other stakeholders;

- (e) Review Human Resource papers and policy proposals/briefs and recommend accordingly to the Board for approval and/or adoption;
- (f) Review significant emerging issues and Authority improvements and
- (g) Perform such other duties and responsibilities as may be assigned to the Board Committee by the Board of Directors from time to time.

6.0 CONDUCT OF BUSINESS AND AFFAIRS OF THE HUMAN RESOURCES COMMITTEE

6.1 Meetings

The Committee shall determine the conduct of its meetings as follows:-

- (a) The quorum for the conduct of the business of the Board shall be two members of the Committee inclusive of the chairperson;
- (b) The Chairperson shall preside at every meeting of the Committee and in his or her absence members present shall elect one among them to be the Chairperson;
- (c) The Committee may meet at least every two months or as frequently as the circumstances may dictate;
- (d) Unless a unanimous decision is reached a decision on any matter before the Committee shall be by a majority of votes of the members present and in the case of equal votes, the chairperson or the person presiding shall have a casting vote;
- (e) Subject to paragraph (c), no proceedings of the Committee shall be invalid by reason only of a vacancy among the members of the Board Committee;
- (f) A schedule of locations and dates of the regular meetings will be provided to the Directors in the beginning of the financial year;
- (g) Members of the Committee are expected to attend its meetings as scheduled;
- (h) Upon receiving of notices of the meetings members of the Board are expected to acknowledge and then confirm attendance, otherwise ensure communication of apology to the Chairperson of the Board and Secretary.

- (i) Members of the Committee should spend the time necessary and meet as frequently as necessary to properly discharge their Committee responsibilities;
- (j) The Committee may direct Management to provide information that it may require for execution of its duties; and
- (k) The Committee may from time to time invite Management, other employees and advisors to attend Board Committee meetings whenever deemed appropriate.

6.2 Agenda Items for Board Committee Meetings

Agenda of the Board Committee may be determined in the following manner:-

- (a) The Chairperson of the Committee, in consultation with the Committee's Secretary will develop the Committee's agenda;
- (b) Each Director is free to suggest the inclusion of items on the agenda. Each Director is free to raise at any Board Committee meeting subjects that are not on the agenda for that meeting;
- (c) A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the Directors at least 14 days prior to each Committee meeting and
- (d) Directors should review these materials in advance of the meeting. Subject to any applicable notice requirements. Directors having items to suggest for inclusion on the agenda for future Committee meetings should advise the Chairman well in advance of such meetings.

6.3 Minutes of the Board Committee

The Committee shall cause minutes of all proceedings of meetings of the Committee to be entered in books kept for that purpose.

6.4 Disclosure of interest

- (a) Where a member is directly or indirectly interested in any contract, proposed contract or other matter before the Board Committee and is present at a meeting of the Board Committee at which the contract, proposed contract or other matters in the subject of consideration, he shall, before the opening of the meeting disclose the fact and shall not take part in the consideration of discussion of, or vote on any question with

respect to the contract or other matter or be counted in a quorum of the meeting during consideration of the matter and shall exit during deliberations.

- (b) The disclosure of interest made under subparagraph (a), shall be recorded in the minutes of the meeting at which it is made.

6.5 Reporting responsibilities

The Committee shall report to the Board of Directors about its activities, issues and related recommendations.

7.0 REVIEW OF THE CHARTER

The Human Resources Committee Charter shall be reviewed within two years or when need arises.

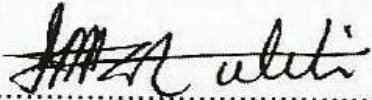
Issued by the Board of Directors

Tanzania Ports Authority

One Bandari Road

P.O. Box **9184**,

Dar es salaam

Signed :  Date: *16th June, 2017*

BOARD CHAIRPERSON

TANZANIA PORTS AUTHORITY



3.0

CHARTER OF THE AUDIT AND FINANCE COMMITTEE OF THE BOARD OF DIRECTORS

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1.0 PREAMBLE

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2.0 PURPOSE OF THE CHARTER

To describe the objectives, roles, responsibilities, composition and processes according to which the committee shall be institutionalized in the Authority

3.0 POWERS OF THE BOARD TO ESTABLISH COMMITTEES

3.1 Under section 8(1)-(4) of the Port Act, the Board has been vested with powers to appoint Board Committees. Committees are established to assist the Board in performing its duties due to scarcity of time available for the whole Board to convene meetings and the need for more focused attention by directors with some specialist knowledge on some crucial issues.

3.2 The Audit and Finance Committee shall act at the direction of the Board with the main objective to advise the Board of Directors in oversight responsibilities on Audit and Finance matters and other related issues.

4.0 COMPOSITION AND QUORUM OF AUDIT AND FINANCE COMMITTEE

The Audit and Finance Committee of the Board shall consist of at least three members but should not exceed five members. Any of the committee members shall ensure he/she provide enough time for execution of committee duties. There shall be a Secretary to the Committee.

5.0 TERMS OF REFERENCE FOR THE AUDIT AND FINANCE COMMITTEE

5.1 The roles of the Audit and Finance Committee

The Audit and Finance Committee is appointed by the Board of Directors and shall act at the direction of the Board and shall advise the Board on the issues relevant to the Authority in respect of the policies, practices, and strategies that relate to the management of the financial affairs, financial reporting and the audit process by en-

sureing that the Internal and External Auditors are independent and objective and do a thorough job by fostering a culture of effective oversight.

5.2 The Terms of Reference for the committee shall be to:-

- a) Provide financial oversight for the Authority;
- b) Liaise between the Board, External Auditors, Internal Auditors and Management.
- c) Oversee Financial and other Risk Management, Internal Control, Compliance and Internal Audit activities.
- d) Assist the Board in discharging its duties in relation to financial reporting; asset management; risk management; Internal Control Systems' processes and procedure and ensure the quality of both Internal and External Auditors.
- e) Ensure that the Authority has sound financial control systems and systems for control of non-financial risks and financial risks.
- f) Ensure that Authority has adequate controls and procedures to cater for value for money in all its procurements made.
- g) Establish link between the Board of Directors and External Auditors' Independence through regular discussions with the Board on issues concerning the audit of the Authority, particularly on matters regarded as significant in the audit reports.
- h) Oversee compliance with laws and regulations to ensure TPA Management attending queries on time and Authority get a qualified report all the time.
- i) Display effective communication between the Board, the Internal Auditors and External Auditors.
- j) To ensure that recommendations from internal and external audit reports are implemented and actions taken.

6.0 APPOINTMENT AND REMOVAL

6.1 The Audit and Finance Committee shall be appointed by the Board and shall be accountable to it.

- 6.2 Members of the Committee shall elect a member from amongst themselves to be a Chairman.
- 6.3 The Chairman will hold the position for the period of the term of the Board.
- 6.4 Any member of the Audit and Finance Committee may be removed from the Committee, with or without cause, by a majority vote of the Board.

7.0 REPORTING TO THE BOARD

The committee Chairman shall brief the full Board on the Committee's deliberations at Board's meeting following the Committee's meeting. The report should include:

- 7.1 Meeting Minutes,
- 7.2 Any formal resolution/ directives,
- 7.3 Results of Internal and External audit work,
- 7.4 Recommendations for action, if any.

8.0 RESPONSIBILITIES AND DUTIES OF THE AUDIT AND FINANCE COMMITTEE

8.1 Responsibilities

- 8.1.1 Review the integrity of Authority's quarterly performance reports, financial statements, annual reports, assets management, ICT, risk management, Internal Control Systems and all processes and procedures.
- 8.1.2 Evaluate the systems of internal control over financial reporting, operations, administrative procedures, maintenance, procurement and legal and regulatory compliance.
- 8.1.3 Enquire as to whether the financial statements are complete and consistent with the accounting policies and practices and that they are sufficiently disclosed and clear.

- 8.1.4 Evaluate the qualifications, performance, and Independence of the Authority's External Auditors.
- 8.1.5 Evaluate the performance and independence of the Authority's Internal Audit Functions.
- 8.1.6 Ensure compliance with the Authority's ethics, policies and applicable legal and regulatory requirements.
- 8.1.7 Review and recommend for approval the annual budget and supplementary estimates.
- 8.1.8 Review periodic budget performance and financial planning reports.
- 8.1.9 Review and recommend to the Board financial policies developed by management.
- 8.1.10 Ensure free and open communication between Committee, External Auditors and management of the Authority.

8.2 Duties:

The Audit and Finance Committee duties shall include review, evaluation and monitoring of the following:

8.2.1 Financial Statements and Finance Management

- i. Review the Interim and Final accounts and the accounting principles and practices underlying them.
- ii. Ensure complete disclosure and integrity of the accounts for the benefit of all users.
- iii. Review capital allocation priorities, policies and guidelines, including the Authority's cash flow, minimum cash requirements, and liquidity targets.
- iv. Review any significant financial exposures and contingent liabilities of the Authority, including foreign exchange, interest rate, and purchasing exposures and the use of various financial strategies to hedge those risks.
- v. Review the financial aspects of insurance programs and tax strategies.
- vi. Review annual plans from perspective of cash flow, capital spending, performance of significant capital expenditure acquisitions and financing requirements.

- vii. Review banking relationships, lines of credit, loan arrangements and borrowing facilities.

8.2.2 Relationship with External Auditors

- i. Evaluate performance of the External Auditors.
- ii. Monitor the Independence, Objectivity and effectiveness of the Auditors, taking into consideration relevant professional and regulatory requirements.
- iii. Avail itself for consultations with the auditors when necessary.
- iv. Regularly review the procedures employed by the Auditors.
- v. Deal with any reservations expressed by External Auditors regarding Management, records, final accounts, including the manner in which significant items are presented therein.
- vi. Investigate any activities within the Charter or else and obtain any legal or other independent professional advice.

8.2.3 Internal Audit

- a. Review, periodically, the effectiveness of the internal Audit function in the context of the overall risk management systems, with particular focus on the terms of reference, annual work plan, activities, staffing, organisational and reporting structure and status of the function.
- b. Ensure that no unjustified restrictions or limitations are placed on the internal Audit function, that the function has sufficient budget and resources to meet its objectives and that function has appropriate standing within the Authority.
- c. Review, periodically, the results of work performed by the Internal Audit function.
- d. Ensure that Management responds to internal Audit reports, identified issues and recommendations.
- e. Ensure co-ordination between the internal audit function and External Auditors.

8.2.4 Compliance with the Laws and Regulations

- a. Review any reports from Management on monitoring compliance with all legal

and regulatory provisions including among others, corporate labour and environmental laws and the results of Management's investigation and follow up (including disciplinary action) of any instances of non-compliance.

- b. Review the findings of any examinations by regulatory agencies and any auditor's observations.
- c. Obtain regular updates, where necessary, from Management and the Authority's legal counsel regarding compliance matters including tax compliance, litigation, disputes and claims.
- d. Review of how Management is monitoring and adopting compliance, ethics practices, shall cover all the process of compliance to the laws and regulations.
- e. Meet regularly with key Management to discuss risks and risks management systems.

8.2.5 Internal Control and Risk Management Systems

- i. Review the Authority's statements on Internal Control System and financial controls and determine the adequacy and appropriateness of the Internal Control Systems by considering:
- ii. Monitoring of the overall control environment of the Authority to ensure that the controls are available functioning properly;
- iii. Reviewing of the scope and the effectiveness of the system establishment by Management to identify, assess, manage and monitor financial and non-financial risks;
- iv. Directing Management any improvements to Management Controls.

8.2.6 Other Responsibilities

- i. Review and assess regularly the adequacy of the Committee's Charter, requesting Board approval for proposed changes and ensure appropriate disclosure as may be required by law or regulations.
- ii. Confirm annually that all responsibilities outlined in this Charter have been carried out.
- iii. Carry out self-evaluation of its performance on regular basis.
- iv. Perform other activities related to this Charter as requested by the Board of Directors.

- v. Review arrangement by which Authority staff may, in confidence, raise concerns about possible improprieties in financial reporting or other matters (whistle blowing). Ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow up action.
- vi. Directing Management any improvement on extraordinary and abnormal events and transactions.

9.0 ASSESSING PERFORMANCE OF THE COMMITTEE

- i. The Committee shall perform an evaluation of its activities and individual member's performance at least annually to determine whether it is functioning effectively.
- ii. The Committee shall perform any other activities related to this Charter as may be requested by the Board of Directors or as the committee determines is necessary to carry out its duties and responsibilities.
- iii. The Committee shall conduct a review of all transactions required to be disclosed in the Authority's public filings for potential conflicts of interest situations and all such transactions must be approved by the Committee.

Each member of the Committee shall:

- (a) Exhibit understanding and commitment to Committee's role;
- (b) Act objectively and independently;
- (c) Take difficult but constructive stands;
- (d) Exhibit understanding of the Authority's process
- (e) Exhibit understanding of the risk management processes;
- (f) Have knowledge of the industry and Financial Regulations;
- (g) Prepare and participate fully in Committee meetings.

10.0 CONDUCT OF BUSINESS AND AFFAIRS OF THE AUDIT AND FINANCE COMMITTEE

10.1 Meetings

The Committee shall determine the conduct of its meetings as follows:-

- (a) The quorum for the conduct of the business of the Board shall be two members of the Committee inclusive of the chairperson;

- (b) The Chairperson shall preside at every meeting of the Board Committee and in his or her absence, members present shall elect one among them to be the Chairperson;
- (c) The Committee may meet at least every two months or as frequently as the circumstances may dictate;
- (d) Unless a unanimous decision is reached a decision on any matter before the Committee shall be by a majority of votes of the members present and in the case of equal votes, the chairperson or the person presiding shall have a casting vote;
- (e) Subject to paragraph (c), no proceedings of the Committee shall be invalid by reason only of a vacancy among the members of the Board Committee;
- (f) A schedule of locations and dates of the regular meetings will be provided to the Directors in the beginning of the financial year;
- (g) Members of the Committee are expected to attend its meetings as scheduled;
- (h) Upon receiving of notices of the meetings members of the Board are expected to acknowledge and then confirm attendance, otherwise ensure communication of apology to the Chairperson of the Board and Secretary.
- (i) Members of the Board Committee should spend the time necessary and meet as frequently as necessary to properly discharge their Committee responsibilities;
- (j) The Committee may direct Management to provide information that it may require for execution of its duties; and
- (k) The Committee may from time to time invite Management, other employees and advisors to attend Board Committee meetings whenever deemed appropriate provided that, any invitee to the Committee shall not vote on any matter coming before the Audit and Finance Committee for a vote.

10.2 Agenda Items for Board Committee Meetings

Agenda of the Board Committee may be determined in the following manner:-

- (a) The Chairperson of the Committee, in consultation with the Committee's Secretary will develop the Committee's agenda;

- (b) Each Director is free to suggest the inclusion of items on the agenda. Each Director is free to raise at any Committee's meeting subjects that are not on the agenda for that meeting;
- (c) A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the Directors at least 14 days prior to each Committee meeting and
- (d) Directors should review these materials in advance of the meeting. Subject to any applicable notice requirements. Directors having items to suggest for inclusion on the agenda for future Board Committee meetings should advise the Chairman well in advance of such meetings.

10.3 Minutes of the Committee

The Committee shall cause minutes of all proceedings of meetings of the Committee to be entered in books kept for that purpose.

10.4 Disclosure of interest

- (a) Where a member is directly or indirectly interested in any contract, proposed contract or other matter before the Board Committee and is present at a meeting of the Board Committee at which the contract, proposed contract or other matters in the subject of consideration, he shall, before the opening of the meeting disclose the fact and shall not take part in the consideration of discussion of, or vote on any question with respect to the contract or other matter or be counted in a quorum of the meeting during consideration of the matter and shall exit during deliberations.
- (b) The disclosure of interest made under subparagraph (a), shall be recorded in the minutes of the meeting at which it is made.

10.5 Reporting responsibilities

The Committee shall report to the Board of Directors about its activities, issues and related recommendations.

11.0 REVIEW OF THE CHARTER

The Human Resource Board Committee Charter shall be reviewed within two years or when need arises.

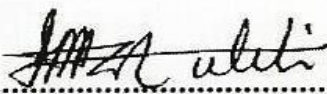
Issued by the Board of Directors

Tanzania Ports Authority

One Bandari Road

P.O. Box **9184**,

Dar es Salaam

Signed:  Date: *16th June, 2017*

Board Chairperson

TANZANIA PORTS AUTHORITY



4.0

CHARTER OF THE ICT AND PORT OPERATIONS COMMITTEE OF THE BOARD OF DIRECTORS

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1.0 PREAMBLE

This Charter shall apply to Tanzania Ports Authority, established under the Ports Act No 17 of 2004. The Charter has been adopted by the Board of Directors of the Tanzania Ports Authority during its 40th Meeting held on 4th to 5th August, 2016 in Mtwara.

2.0 PURPOSE OF THE CHARTER

To describe the objectives, powers, roles and responsibilities composition and processes according to which the committee shall be institutionalized in the Authority.

3.0 PURPOSE OF THE ICT & PORT OPERATIONS COMMITTEE OF THE BOARD OF DIRECTORS

- 1.1 Under section 8(1)-(4) of the port Act the Board has been vested with power to appoint committee. Committees are established to assist the Board in performing its duties due to scarcity of time available for the whole Board to convene meetings and the need for more focused attention by directors with some specialist knowledge on some crucial issues. Among the committee formed by the Board include ICT Committee.
- 1.2 The ICT and Ports Operations Committee shall act at the direction of the Board with the main objective to advise the Board of Directors in oversight responsibilities on ICT and Ports Operations matters and other related issues.

4.0 COMPOSITION AND QUORUM OF ICT COMMITTEE OF THE BOARD OF DIRECTORS

The ICT Committee of the Board shall consist of at least three members but should not exceed five members. Any of the committee members shall ensure he/she provide enough time for execution of committee duties. The Director General shall be the Secretary of the Committee.

5.0 OBJECTIVES

The main objectives of the Committee is to:

1. Ensure the Authority has appropriate policies, standards and management systems in place with respect to port operations, ICT security, fire and safety matters;

2. Ensure that the port operations, ICT, security fire and safety policies, standards and management systems and their implementation align with the overall Authority's business objectives, and meet the Authority's obligations to its shareholders, and port community as whole;
3. Ensure the Authority's processes for compliance with applicable port operations, ICT, security, fire and safety laws, rules, regulations and mandatory reliability standards and maritime practices;
4. Ensure alignment of ICT and the TPA business operations, and effective management of ICT-related Risks.
5. To advise the Board on all matters affecting the efficiency of the Port operations.

6.0 POWERS OF THE COMMITTEE

- 1.3 The Committee is a Committee of the Board of Directors; it neither assumes the Board's governance accountability nor makes final decisions.
- 1.4 The Committee shall not play a role in the day-to-day management of the Authority.
- 1.5 The Committee has the authority to seek any information it requires from staff, all of whom are directed by the Board to cooperate with the Committee's requests.
- 1.6 The Committee shall advise the Board of Directors on all current and future ICT and port operations, security fire and safety related matters. However, the Committee may, on behalf of the Board, give directives to TPA Management on ICT, port operations, security, fire and safety related issues.
- 1.7 The Committee may perform any other activities related to this Charter as may be requested by the Board of Directors or as the Committee determines is necessary to carry out its duties and responsibilities.
- 1.8 The Committee shall work in partnership with other Board Committees and management to provide inputs to review, amend the alignment of corporate, ICT and Port Operations strategies. Possible partnerships are with;
 - (i) Audit and Finance Committee on ICT, Port operations, security, fire and safety related risks, controls and mitigations.

- (ii) Investment & and Business Development Committee, on ICT, Port operations, security fire and safety related to planning , investment, portfolios and performance management processes.
- (iii) Human Resource Committee on ICT, Port operations, Security, fire and safety human resource capabilities, acquisitions, performance and development related issues.

7.0 RESPONSIBILITIES AND DUTIES OF THE COMMITTEE

The specific role and responsibilities of the Committee are in line with general purposes and objectives of the committee outlined in section 3 and 4 above.

7.1 Corporate ICT Oversight

- (i) Ensure Authority ICT risks management are integrated into corporate risk management processes and that management has necessary resources in place to ensure proper ICT related risks management.
- (ii) Ensure alignment of ICT and the TPA business operations.
- (iii) Review and as appropriate, make recommendations to the Board regarding Authority's ICT policies, Strategy and or Enterprise Architecture and associated budget and expenditures.
- (iv) Review and, as appropriate, make recommendations to the Board regarding significant ICT investments in support of the Authority's business strategic plan.
- (v) Receive reports from management, as appropriate, make recommendations to the Board regarding ICT strategy implementation.
- (vi) Receive reports from management, as appropriate, make recommendations to the Board regarding ICT programs.
- (vii) Receive reports from management, as appropriate, make recommendations to the Board regarding ICT performance that consider both financial and non-financial value delivery (IT- balance score card).
- (viii) Provide high-level direction for sourcing and use of ICT resources.

7.2 Port Security, and Safety Oversight

- (i) Provide strategic direction and oversight to management on efficient use of Port facilities and resources related to Port security and safety.
- (ii) Receive and review Port security and safety vulnerability and evaluation assessments and as appropriate make recommendations to the Board and management.

- (iii) Verify TPA compliance with international maritime security regulations.
- (iv) Receive and review Port Facilities Security Plan and as appropriate, make recommendations to the Board regarding its implementation and amendments.
- (v) Review the Management and Alignment of security and safety systems and operations and as appropriate, make recommendations to the Board.
- (vi) Receive and review the Authority security and safety performance reports and as appropriate, make recommendations to the Board.

7.3 Port Operations Oversight

- (i) Provide strategic direction to management to ensure port operations are optimized for efficient service delivery.
- (ii) Provide strategic direction and oversight to TPA management to ensure that appropriate Strategic Plans is implemented to facilitate Port Operations.
- (iii) Monitor high and medium Port operation risks exposures and the steps management has taken to monitor and control such exposures and as appropriate, make recommendations to the Board.
- (iv) Review and, as appropriate, make recommendations to the Board regarding significant technology investments in support of the Authority's Strategic Plan.
- (v) Review and advise the Board of Directors and Management on the existing regulations governing stevedoring operations, cargo handling at all sea and lake port.
- (vi) Review and advise the Board of Directors on Establishing various corporate policies for efficient service delivery.
- (vii) Receive and review reports from management regarding the Authority's business continuity planning and management appropriate, make recommendations to the Board.
- (viii) Monitoring performance of privatized or leased ports and Terminals and as appropriate, make recommendations to the Board.
- (ix) Receive and review reports from management regarding the Authority's operations and maintenance of all facilities and properties owned and/or operated by the Port Authority.
- (x) Have oversight of all environmental initiatives and policies of the Port Authority.
- (xi) Review and asses regularly the adequacy of the Committee's Charter, requesting Board approval for proposed changes and ensures appropriate disclosure as may be required by laws or regulation.
- (xii) Confirm annually that all responsibilities outlined in this Charter have been carried out.

8.0 APPOINTMENT AND COMPOSITION

- 8.1 The committee shall be appointed by the Board of Directors and shall be accountable to it.
- 8.2 The Committee shall be composed of a chairman and at least another two Board members as appointed by the Board of Directors.
- 8.3 Members of the Committee shall elect a member from amongst themselves to be the Chairman who shall also be a Board member.
- 8.4 The chairman will hold office for a period of three year from the date of his/her election and shall be eligible for re-election.
- 8.5 The members shall be selected on the basis of their knowledge, expertise and/or experience in understanding ICT and port operation matters and the business impacts of information and related technology.
- 8.6 The Committee may seek and capitalize on external expertise while remaining mindful of confidentiality requirements.
- 8.7 Membership within this Committee shall be disclosed in the annual report.
- 8.8 The Secretary to the Committee shall be the Director General.
- 8.9 The Chairman of the Committee may invite other member to attend Committee's meetings.

9.0 CONDUCT OF BUSINESS AND AFFAIRS OF THE ICT AND PORT OPERATIONS COMMITTEE OF THE BOARD

9.1 Meetings

The Committee shall determine the conduct of its meetings as follows:-

- (a) The quorum for the conduct of the business of the Board shall be two members of the Committee inclusive of the chairperson;
- (b) The Chairperson shall preside at every meeting of the Board Committee and in his or

her absence members present shall elect one among them to be the Chairperson;

- (c) The Committee may meet at least once every two months or as frequently as the circumstances may dictate;
- (d) Unless a unanimous decision is reached a decision on any matter before the Board Committee shall be by a majority of votes of the members present and in the case of equal votes, the chairperson or the person presiding shall have a casting vote;
- (e) Subject to paragraph (c), no proceedings of the Board Committee shall be invalid by reason only of a vacancy among the members of the Board Committee;
- (f) A schedule of locations and dates of the regular meetings will be provided to the Directors in the beginning of the financial year;
- (g) Members of the Board Committee are expected to attend its meetings as scheduled;
- (h) Members of the Board Committee should spend the time necessary and meet as frequently as necessary to properly discharge their Committee responsibilities;
- (i) The Committee may direct Management to provide information that it may require for execution of its duties; and
- (j) The Committee may from time to time invite Management, other employees and advisors to attend Board Committee meetings whenever deemed appropriate.

9.2 Agenda Items for Board Committee Meetings

Agenda of the Board Committee may be determined in the following manner:-

- (a) The Chairperson of the Board Committee, in consultation with the Committee's Secretary will develop the Committee's agenda;
- (b) Each Director is free to suggest the inclusion of items on the agenda. Each Director is free to raise at any Board Committee meeting subjects that are not on the agenda for that meeting;
- (c) A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the Directors at least 14 days prior to each Board Committee meeting and

- (d) Directors should review these materials in advance of the meeting. Subject to any applicable notice requirements. Directors having items to suggest for inclusion on the agenda for future Board Committee meetings should advise the Chairman well in advance of such meetings.

9.3 Minutes of the Board Committee

The Board Committee shall cause minutes of all proceedings of meetings of the Committee to be entered in books kept for that purpose.

9.4 Disclosure of interest

- (a) Where a member is directly or indirectly interested in any contract, proposed contract or other matter before the Board Committee and is present at a meeting of the Board Committee at which the contract, proposed contract or other matters in the subject of consideration, he shall, before the opening of the meeting disclose the fact and shall not take part in the consideration of discussion of, or vote on any question with respect to the contract or other matter or be counted in a quorum of the meeting during consideration of the matter and shall exit during deliberations.
- (b) The disclosure of interest made under subparagraph (a), shall be recorded in the minutes of the meeting at which it is made.

9.5 Reporting responsibilities

The Committee shall regularly report to the Board of Directors about its activities, issues and related recommendations.

10.0 RELATIONSHIP CHANNELS WITH TPA OPERATIONS, ICT DIRECTOR-ATES, SECURITY AND FIRE AND SAFETY SECTIONS

The ICT and Port Operations Committee does not deal with day to day operational issues. The Committee has the responsibility of providing strategic direction and advice to TPA Management. In this regard, Management and specifically the ICT and Port operations directorates, Safety and Security Units shall have the following responsibilities to the Committee;

- (i) Inform and advice the Committee regarding TPA Port operations, security, use of ICT as well as fire and safety issues assessment activities.
- (ii) Provide advice regarding education and communication that may be needed to sup-

port the Port operations, use of ICT, Safety and Security policies and compliance measures developed.

- (iii) Suggest resources needed for the TPA to manage Port operations, ICT security, physical security and safety as well as reasonable and acceptable levels of risk to be assumed by the TPA.

11.0 ASSESSING PERFORMANCE OF THE COMMITTEE

The committee shall perform an evaluation of its activities and individual member's performance at least annually to determine whether it is functioning effectively. The Committee shall assess each committee member for:

- (i) Understanding and commitment to committee's role.
- (ii) Ability to act objectively and independently.
- (iii) Ability to take difficult but constructive stands.
- (iv) Understanding of the authority business.
- (v) Their efforts to keep their knowledge of industry, ICT and security, safety current.
- (vi) Their preparation for and participation in committee meetings.

12.0 REVIEW OF THE CHARTER

The ICT Board Committee Charter shall be reviewed within two years or at any time when need arises.

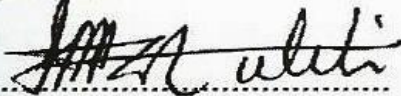
Issued by the Board of Directors

Tanzania Ports Authority

One Bandari Road

P.O Box **9184**,

Dar es salaam

Signed : 

Date: 16th June, 2017

BOARD CHAIRPERSON

TANZANIA PORTS AUTHORITY



5.0

CHARTER OF THE INVESTMENT AND BUSINESS DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS

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1.0 PREAMBLE

This Charter shall apply to Tanzania Ports Authority, established under the Ports Act No 17 of 2004. The Charter has been adopted by the Board of Directors of the Tanzania Ports Authority during its 40th Meeting held on 4th and 5th August, 2016 in Mtwara.

2.0 PURPOSE OF THE CHARTER

To describe the objectives, roles, responsibilities, composition and processes according to which the committee shall be institutionalized in the Authority.

3.0 POWERS OF THE BOARD TO ESTABLISH COMMITTEES

3.1 Under section 8(1)-(4) of the Port Act the Board has been vested with power to appoint Board Committees. Committees are established to assist the Board in performing its duties due to scarcity of time available for the whole Board to convene meetings and the need for more focused attention by directors with some specialist knowledge on some crucial issues.

3.2 The Investment and Business Development Committee shall act at the direction of the Board with the main objective to advise the Board of Directors in oversight responsibilities on Investment and Business Development matters and other related issues.

4.0 COMPOSITION AND QUORUM OF INVESTMENT AND BUSINESS DEVELOPMENT COMMITTEE

The Committee of the Board shall consist of at least three members but should not exceed five members. Any of the committee members shall ensure he/she provide enough time for execution of committee duties. There shall be a Secretary to the Committee.

5.0 OBJECTIVES

The main objectives of the Committee are to:

- 5.1 Ensure the Authority has appropriate plans and strategies with respect to the port investment and business development;
- 5.2 Ensure that the port investments and business development guidelines align with the overall Authority's business objectives, and meet the Authority's obligations to its shareholders, and port community as whole;

5.3 Ensure the Authority's processes for compliance with applicable investment laws, rules, regulations and maritime practices;

5.4 To advise the Board on all risks affecting the level of TPA's investments.

6.0 POWERS OF THE COMMITTEE

6.1 The Committee is an organ of the Board of Directors, it neither assumes the Board's governance accountability nor makes final decisions;

6.2 The Committee shall not play a role in the day-to-day management of the Authority;

6.3 The Committee has the authority to seek any information it requires from staff, all of whom are directed by the Board to cooperate with the Committee's requests;

6.4 The Committee shall advise the Board of Directors on all current and future investments and business development related matters. However, the Committee may, on behalf of the Board, give directives to TPA Management on investment and business development related issues;

6.5 The Committee may perform any other activities related to this Charter as may be requested by the Board of Directors or as the Committee determines is necessary to carry out its duties and responsibilities;

6.6 The Committee shall work in partnership with other Board Committees and Management to provide inputs to review, amend the alignment of corporate, investments and business development strategies. Possible partnerships are with:-

(i) Audit and Finance Committee on investments and business development related risks, controls and mitigations;

(ii) ICT Committee, on investments and business development related to ICT solutions to enhance port operations efficiency;

(iii) Human Resource Committee on investments and business development human resource capabilities, acquisitions, performance and development related issues.

7.0 RESPONSIBILITIES AND DUTIES OF THE COMMITTEE

The specific role and responsibilities of the Committee are in line with general purposes and objectives of the committee outlined in section 3 and 4 above.

7.1 Corporate Planning and Investment Oversight

Receive reports concerning the Authority's investment decisions;

(i) Reviewing the development and implementation of strategic business development

- initiatives, and ensuring initiatives are consistent with the Strategic Plan;
- (ii) Reviewing and where appropriate making recommendations to the Management on business growth and diversification opportunities;
 - (iii) Responding to emerging issues related to business development - in this regard reviewing general market conditions and how these may present or limit new business development opportunities;
 - (iv) Reviewing and assessing appropriate business cases and plans, their milestones and timeframes in respect of delivering outcomes on a timely basis. Plans are to have regard to the risk profile and capital adequacy requirements;
 - (v) Monitoring the outcomes of business development initiatives including receiving regular investment projects' reports and updates from various departments regarding progress;
 - (vi) Reporting to the Management after each Committee meeting on any matters that should be brought to the attention of the Board and any recommendations requiring Board's approval or action;
 - (vii) Review the investment policy and recommend to the management and Investment & Business Development Committee of the Board on amendment if need be and ensure that it is operational;
 - (viii) Coordinate the preparation of the TPA annual plans and budget while ensuring uniformity in format;
 - (ix) Review the TPA Master Plan and Corporate Strategic Plan to ensure that it is up dated according to the emerging economic drivers within the country and neighboring countries;
 - (x) Receive capital budgets, review them and advise the Management accordingly;
 - (xi) Review projects implementation schedules, monitor, and report to the Management on progress with reference to agreed time frames;
 - (xii) Provide high-level direction for acquisition of port equipment and investing in port infrastructure and superstructures.

7.2 Finance Oversight

- (i) Review financial policies, procedures and systems that ensure effective control and accountability of TPA finances;
- (ii) Review plans and controls financial resources and accounting systems;
- (iii) Ensures effective management of the Authority's financial resources for maximum gains/returns;
- (iv) Assess and recommend to the Board appropriate financial and accounting systems, standards and regulations adherence;
- (v) Review cash flow projections and analysis.

7.3 Engineering and Technical Services Oversight

- (i) Review the formulated TPA engineering policies and procedures and recommend to the Board;
- (ii) Ensures that technical standards are maintained during project implementation;
- (iii) Assess all projects if are implemented within scheduled time and budget; and
- (iv) Ensures proper land use planning and siltation management.

7.4 Marketing Oversight

- (i) Review TPA corporate marketing strategy;
- (ii) Assess information and statistics on business volume through ports, and from research is collected, analyzed and regularly reported to stakeholders;
- (iii) Reviews marketing research finding reports and presents issues of interest to management for action;
- (iv) Review a proposed market survey on global cargo movements, potential markets, regional economic growth and the overall competitiveness of TPA ports;
- (v) Advises the Board on the appropriate marketing information systems for TPA;
- (vi) Review tariff policy and recommend appropriate tariff and route cost analysis to the Board;
- (vii) Advice appropriate strategies for promoting TPA services internally and worldwide and
- (viii) Ensures that the media publishes correct information about the services and activities of TPA;

7.5 Bandari College Oversight

- (i) Review syllabuses, teaching manuals and regulations;
- (ii) Audit training tools & other equipment/materials;
- (iii) Reviews curriculum, syllabuses, teaching manuals and regulations as and when necessary;
- (iv) Analyses programme results as per National Standards;
- (v) Assess tailor made courses for TPA employees and other clients;
- (vi) Assess and review training programs to meet identified performance gaps in the relevant field.

8.0 APPOINTMENT

- 8.1 The Committee shall be appointed by the Board of Directors and shall be accountable to it;

- 8.2 Members of the Committee shall elect a member from amongst themselves to be the chairperson. The chairman shall be a Board member and shall hold office for the period of (3) three years from the date of his/her appointment;
- 8.3 The members shall be selected on the basis of their knowledge, expertise and/or experience in understanding investment and business development matters and the business impacts on maritime industry;
- 8.4 The Committee may seek and capitalize on external expertise while remaining mindful of confidentiality requirements;
- 8.5 Membership within this Committee shall be disclosed in the annual report;
- 8.6 The Chairperson of the Committee may invite other members to attend Committee's meetings.

9.0 CONDUCT OF BUSINESS AND AFFAIRS OF THE INVESTMENT AND BUSINESS DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS

9.1 Meetings

The Committee shall determine the conduct of its meetings as follows:-

- (a) The quorum for the conduct of the business of the Board shall be two members of the Committee inclusive of the chairperson;
- (b) The Chairperson shall preside at every meeting of the Board Committee and in his or her absence members present shall elect one among them to be the Chairperson;
- (c) The Committee may meet at least every two months or as frequently as the circumstances may dictate;
- (d) Unless a unanimous decision is reached a decision on any matter before the Board Committee shall be by a majority of votes of the members present and in the case of equal votes, the chairperson or the person presiding shall have a casting vote;
- (e) Subject to paragraph (c), no proceedings of the Board Committee shall be invalid by reason only of a vacancy among the members of the Board Committee;
- (f) A schedule of locations and dates of the regular meetings will be provided to the Directors in the beginning of the financial year;
- (g) Members of the Board Committee are expected to attend its meetings as scheduled;

- (h) Upon receiving of notices of the meetings members of the Board are expected to acknowledge and then confirm attendance, otherwise ensure communication of apology to the Chairperson of the Board and Secretary.
- (i) Members of the Board Committee should spend the time necessary and meet as frequently as necessary to properly discharge their Committee responsibilities;
- (j) The Committee may direct Management to provide information that it may require for execution of its duties; and
- (k) The Committee may from time to time invite Management, other employees and advisors to attend Board Committee meetings whenever deemed appropriate.

9.2 Agenda Items for Board Committee Meetings

Agenda of the Board Committee may be determined in the following manner:-

- (a) The Chairperson of the Board Committee, in consultation with the Committee's Secretary will develop the Committee's agenda;
- (b) Each Director is free to suggest the inclusion of items on the agenda. Each Director is free to raise at any Board Committee meeting subjects that are not on the agenda for that meeting;
- (c) A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the Directors at least 14 days prior to each Board Committee meeting and
- (d) Directors should review these materials in advance of the meeting. Subject to any applicable notice requirements. Directors having items to suggest for inclusion on the agenda for future Board Committee meetings should advise the Chairman well in advance of such meetings.

9.3 Minutes of the Board Committee

The Board Committee shall cause minutes of all proceedings of meetings of the Committee to be entered in books kept for that purpose

9.4 Disclosure of interest

- (a) Where a member is directly or indirectly interested in any contract, proposed contract or other matter before the Board Committee and is present at a meeting of the Board Committee at which the contract, proposed contract or other matters in the subject of consideration, he shall, before the opening of the meeting disclose the fact and shall not take part in the consideration of discussion of, or vote on any question with

respect to the contract or other matter or be counted in a quorum of the meeting during consideration of the matter and shall exit during deliberations.

- (b) The disclosure of interest made under subparagraph (a), shall be recorded in the minutes of the meeting at which it is made.

9.5 Reporting responsibilities

The Committee shall be submitting reports of its meetings for adoption and approval to the Board of Directors. The Report may include but not limited to;

- i. Any matters requiring the Board of Directors decision;
- ii. All recommendations and resolutions of the Committee;
- iii. Investments and business development assessment reports, if any;
- iv. Investments and business development strategy implementation reports, if any;
- v. Investments and business development performance reports, if any.

10.0 RELATIONSHIP CHANNELS WITH TPA PLANNING, INVESTMENTS, ENGINEERING AND TECHNICAL SERVICES, FINANCE AND MARKETING DIRECTORATES

The Investments and Business Development Committee does not deal with day to day operational issues. The Committee has the responsibility of providing strategic direction and advice to TPA Management. In this regard, Management and specifically the Planning and Investment, Engineering and Technical Service, Finance and Marketing directorates shall have the following responsibilities to the Committee;

- 10.1 Inform and advice the Committee regarding TPA Port investments & business development, financing modality, market share & port tariff and implementation strategy of the projects;
- 10.2 Provide advice regarding on best practice of investing and managing ports as per maritime industry standards that may be needed to increase efficiency to port operations and compliance measures required;
- 10.3 Suggest resources needed for the TPA to manage Port investments and business management as well as reasonable and acceptable levels of risks to be assumed by the Authority.

11.0 ASSESSING PERFORMANCE OF THE COMMITTEE

The Committee shall perform an evaluation of its activities and individual member's performance at least annually to determine whether it is functioning effectively. The Committee shall assess each committee member for:

- 11.1 Understanding and commitment to committee's role;
- 11.2 Ability to act objectively and independently;
- 11.3 Ability to take difficult but constructive stands;
- 11.4 Understanding of the authority business;
- 11.5 Their efforts to keep their knowledge of investments and business development related matters;
- 11.6 Their preparation for and participation in committee meetings.

12.0 REVIEW OF THE CHARTER

The Investment and Business Development Committee Charter shall be reviewed within two years or when need arises.

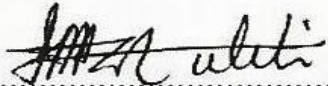
Issued by the Board of Directors

Tanzania Ports Authority

One Bandari Road

P.O Box **9184**,

Dar es salaam

Signed:  Date: *16th June, 2017*

BOARD CHAIRPERSON

The logo for the Tanzania Ports Authority (TPA) is centered in the upper half of the image. It features the letters 'TPA' in a large, bold, purple font. Below the letters, the words 'TANZANIA PORTS AUTHORITY' are written in a smaller, purple, sans-serif font. The entire text is enclosed within a yellow, hand-drawn style oval. A yellow sun is positioned at the left end of the oval, and a purple wavy line representing water is located below the text.

TPA

TANZANIA PORTS AUTHORITY





Tanzania Ports Authority
One Bandari Road
P. O. Box **9184**,
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