



*1st Annual
Excellence in Corporate Governance
Awards 2013
(ZSE Listed Companies)*



CONTACT INFORMATION

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and Administrators in Zimbabwe**

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**INSTITUTE OF CHARTERED SECRETARIES
AND ADMINISTRATORS IN ZIMBABWE**

(A constituent member of the Public Accountants and Auditors Board)

INFORMATION BROCHURE

Presentation Date: *14 November 2013*

Venue: *Sango Room, Cresta Lodge
HARARE*

TIME: *1830 hrs*

*“Promoting Good Corporate Governance
for Economic Development in Zimbabwe”*

MEDIA PARTNER



SUPPORTING PARTNERS



“Good corporate governance is at the core of good business decisions.”

PROGRAMME

- 6:30 pm** Arrival of Guests - Entertainment
- 7:00 pm** Grace
- 7:05 pm** Introductory Remarks - *Director of Ceremonies*
- 7:10 pm** Welcome address and Introduction of Guests
and Speaker - *G. N. Madzima (ICSAZ President)*
- 7:20 pm** Address by the Guest of Honour & Speaker -
Dr. K. Mlambo (RBZ Deputy Governor)
- 7:40 pm** Dinner Buffet & Entertainment
- 8:20 pm** Adjudication Report - J. F. Musamba
(ICSAZ Chief Executive Officer)
- 8:35 pm** Excellence in Corporate Governance Awards
Winners 2013 - *Guest of Honour/ICSAZ President*
- 8:40 pm** Presentation of the Best-Governed Company
Award 2013 - *Guest of Honour/ICSAZ President*
- 9:45 pm** Vote of Thanks - *S. Nkomo (ICSAZ Vice President)*



- A comprehensive understanding of the link between corporate power and responsibility and shareholder value creation;
- Prioritization of governance through a coherent cross-referencing to other sections in the Annual Report;-
- Demonstration of a holistic thinking that had due regard for different stakeholder priorities;
- The existence of fully functional board committees;
- Directors' satisfaction of their statutory duties, including meeting attendance, in promoting the success of the company.

8. Determination of Winners

Scores, ranging from 0 to 3 (Inadequate, Adequate, Better and Best), were awarded in the Scorecard sheet for each participating company for evidence or lack of evidence of reported corporate governance best practice. These scores were then summed up and used to rank the companies per each section to come up with the winners for the first three award categories. Winners for the overall award category were determined by combining all points scored by the companies under the three sections. The combined scores were then used to rank the companies for the best-governed company award.



1. Foreword

The Institute of Chartered Secretaries and Administrators in Zimbabwe (ICSAZ) is introducing the Annual Excellence in Corporate Governance Awards. The Awards aim to recognise corporate governance practitioners and corporate organisations that, according to criteria set and in the opinion of an adjudication panel, represent the attributes and achievements in the field of corporate governance. The winners of these Awards will be seen to exemplify excellence in corporate governance in Zimbabwe. The Inaugural Annual Awards for 2013 will focus on the companies listed on the Zimbabwe Stock Exchange (ZSE). It is expected that in future, categories of the Awards will be expanded. The Excellence in Corporate Governance Awards will be an annual event and the momentum to be gained by the 2013 Inaugural Awards will set the tempo for the future.

The Institute launched the Awards on 18 October 2013. At the launch, where ZSE-listed companies, the media and other stakeholders were invited, the Institute explained the objectives of the Awards, the adjudication process and the criteria used in the adjudication for the Awards. The ZSE and the Securities Commission of Zimbabwe, which were represented by their CEOs at the launch, supported the Institute's initiative in introducing the Awards as a means to promote good corporate governance in the country.

The Institute's team of adjudicators have sat and assessed the reported corporate governance practices of all ZSE-listed companies. The companies were then ranked using the scores for the different award categories to be presented this year.

2. Awards Participants

All ZSE-listed companies which published annual reports in 2012 and are currently trading on the bourse were considered and evaluated.

3. Information used in Adjudication

Publicly available information, which was predominantly obtained in company annual reports published for the financial years ending in 2012, was used in adjudication for the Awards. Consideration was also given to any governance-related subsequent information and other information posted on company websites. Company annual reports were downloaded from the ZSE's and companies' websites; which two are the primary sources of information to investors.



AWARDS CATEGORIES

4. Awards Categories

For the 2013 Inaugural Awards for ZSE-listed companies, we have three Awards Categories:

1. Best Shareholder Treatment,
2. Best Stakeholder Practices & Sustainability Reporting, and
3. Best Board Practices.

5. Adjudication Panel

These Awards were adjudicated over by a team of six adjudicators who were chosen because of their expertise in the various aspects of corporate governance and analytical skills. The adjudication process was divided into two stages:

Stage 1

- Development of the ICSAZ Corporate Governance Scorecard; a tool used in evaluating corporate governance practices of participating companies;
- Identification of relevant sources and types of information for use in adjudication.

Stage 2

- Company evaluations;
- Final ranking of companies.

The following persons were engaged in Stage 1 of adjudication for the awards:

1. Terrence Chimanya (ACIS)	
2. Clive Mphambela	Advocacy Officer - Bankers Association of Zimbabwe
3. Takunda Magumise	Head Investment Services – Stanbic Bank
4. Martin Makaya (CA)Z	Partner - BDO Chartered Accountants
5. Rodney Ndamba	Chief Executive Officer Institute for Sustainability Africa (Insaf)
6. Tawanda Mazorodze (CFA)	Head of Research – MMC Capital



ADJUDICATION PROCESS

7. Adjudication Process

a) Methodology: Evaluation and Assessment Approach

The method of adjudication involved reading through publicly available information, such as companies' annual reports, audited financial reports, notices to call general meetings, investor information on the companies' and ZSE's websites, analysts' commentaries, and other publicly available information and used this to answer the Scorecard evaluation questions.

NB– The adjudication panel assumed the viewpoint of an outside investor or independent party, not linked to the companies and the Institute or its partners during the evaluation process.

b) Evaluation and Assessment Tools

The ICSAZ Corporate Governance Scorecard was developed based on the ZSE Listing Rules, King 3 Report, UK Combined Code and OECD principles on corporate governance. The instrument consists of evaluation questions categorised into three sections as follows:

- Section A: Shareholder Treatment,
- Section B: Stakeholder Practices & Sustainability Reporting, and
- Section C: Board Practices

The Scorecard evaluation questions covered the following issues:

- i. Rights of shareholders (23 questions)
- ii. Equitable treatment of shareholders (12 questions)
- iii. Role of stakeholders (8 questions)
- iv. Disclosure and Transparency (32 questions)
- v. Responsibility of the board (42 questions)

In evaluating the reported corporate governance practices of participating companies, adjudicators were looking for information that answered the Scorecard questions.

The adjudication panel looked for evidence of the following:

- Innovative and informative forms of disclosure which moved away from 'box-ticking';
- Comprehensive explanations of departure from various codes provisions;
- The integration of governance into the strategy and day-to-day operations and decision making of the company;



ADJUDICATOR PROFILES

Tagarira Mutenga

Tagarira Mutenga (43) is an Associate Director at EY Zimbabwe.

He holds a Master of Business Administration and a BSc (Hons) Applied Accounting degree. He also holds a Diploma in Town Planning and a Certificate in Mineral Resource Valuation.

He is Chartered Certified Accountant (ACCA, UK) and is an Associate of the Institute of Chartered Secretaries and Administrators (ACIS). He has over 20 years of professional working experience in both private and public sectors spanning across town planning, financial advisory, accounting, internal auditing and risk advisory positions.

Tagarira joined Y Zimbabwe in 2010 as Senior Manager in the Risk Advisory sub-service line from Old Mutual where he was a Senior Audit Manager in the Group Internal Audit division.

Between 2004 and 2007 he worked at the National Oil Company of Zimbabwe (Pvt) Ltd as Internal Audit & Risk Manager, and Accounting Manager. Prior to that he was a Principal Administration Officer responsible for the National Housing Fund, and also assumed the position of financial advisor with respect to local authorities in the Ministry of Local Government.

He also worked for about ten years in town planning in the same Ministry in the Department of Physical Planning.

Tagarira is a Board Member of the Institute of Internal Auditors (IIA) Zimbabwe Chapter where he serves as Chairman of the Projects and Fund Raising Committee.

Currently he is pursuing doctoral studies with a focus on risk management. Tagarira is married and has three children.



ADJUDICATION PANEL

The following adjudicators were involved in Stage 2 of the adjudication process:

NAME	PROFILE
1. Terrence Chimanya	Senior Manager –PwC (Also Chairman of the Adjudication Panel)
2. Rodney Ndamba	Chief Executive Officer Institute for Sustainability Africa (Insaf)

The adjudicators were responsible for evaluating participating companies on their corporate governance practices against criteria set in the Institute's Corporate Governance Scorecard.

3. Tagarira Mutenga
Associate Director: Advisory – EY

ADJUDICATOR PROFILES

6. Adjudicator Profiles



Terrence Chimanya
Msc Finance and Corporate Governance, LLB (Hons), Grad ICSA(UK), Associate – IRM (Southern Africa), Associate – CI(RSA).

Terrence is a Senior Manager – Risk Advisory Services with PricewaterhouseCoopers, Zimbabwe. He has extensive experience gained through working with public and private sector organisations in Southern Africa, and the United Kingdom. He holds an MSc in Finance and Corporate Governance, LLB (Hons), Grad ICSA (Graduate Member of The Chartered Institute of Secretaries and Administrators, United Kingdom) and is a Lawyer by profession. He is also an Associate Member of the Institute of Risk Management Southern Africa, Associate Compliance Institute of South Africa. His areas of specialisation are Corporate Governance, Company Secretaryship, Risk Management, Policy and Strategy Formulation, Service Improvement, Business Transformation, Legal, Performance Management, Compliance, Business Process Development, Operational Management, Strategic Planning and Training.

Terrence is responsible for Risk Advisory Services in Zimbabwe with responsibility for the delivery of Risk Advisory Services (Internal Audit, Corporate Governance, Regulatory Compliance and Risk Management). Terrence has, over the last seventeen years, led or been a key member of a number of complex and large business projects in Southern Africa and United Kingdom.

He is a published writer in Corporate Governance, Corporate Social Responsibility, Risk Management and Compliance. He has also presented several concept papers at various forums, seminars, hosted by the Institute of Directors Zimbabwe, Institute of Chartered Secretaries and Administrators, Zimbabwe Institute of Management and lectures the Masters in Strategic Management and Corporate Governance at Midlands State University.

ADJUDICATOR PROFILES



Rodney Ndamba
ACCA (UK), MA (UK), Bsc (Hons) (UK)

Rodney is a Founding Trustee of the Institute for Sustainability Africa (Insaf). He has worked in finance and management roles in Zimbabwe and United Kingdom. He also sits in the Zimbabwe Accounting Practice Board (ZAPB), ZSE Sub - Listings Committee and is a Lecturer at the University of

Zimbabwe. He is also current Vice Chair of ACCA Zimbabwe Executive Network. He is actively supporting local listed companies in sustainability strategies and reporting using the GRI Sustainability Reporting Guidelines as a Business Model. Rodney has great passion in sustainable development, sustainability and Integrated Reporting, and sustainable business practices in emerging economies from practitioner and academic perspective.

Internationally, Rodney has been a Stakeholder Council Member for Africa with Global Reporting Initiatives (GRI) (The Netherlands) for the past 3 years and been recently re-elected for another 3 year term starting 2014. He is also a member of the ACCA Global Forum (UK) and an International Associate of the CSEAR at St Andrews University, Scotland. Rodney is a part of the Advisory Group to the GRI Focal Point Office serving Sub Sahara Africa located in South Africa and works closely with the International Integrated Reporting Council (IIRC) offices in Africa and the International Head Office.

Rodney is a holder of an MA in Accounting & Finance from the University of Huddersfield (UK), Bsc (Hons) in Accounting, Oxford Brookes University (UK) and is a qualified member of ACCA and Registered Public Accountant in Zimbabwe. He attained specialist training in Sustainability Reporting and Assurance with University of Stellenbosch and holds several specialist certificates. He is currently reading for a Doctoral degree with Herriot Watt University, Scotland. He is married to Zvanyadza (Nee Kabasa) Ndamba and has two children (Tadiwanashe- Juliane and Matipashe-De'Angelo).