



'creating a level playing field'

POSTAL AND TELECOMMUNICATIONS REGULATORY AUTHORITY OF ZIMBABWE (POTRAZ)

CODE OF ETHICS

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CODE OF ETHICS

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1. Introduction

The Postal and Telecommunications Regulatory Authority of Zimbabwe (POTRAZ) was established by the Postal and Telecommunications Act [Chapter 12:05]. POTRAZ is responsible for the regulation of the Postal and Telecommunications sector in Zimbabwe. POTRAZ policy matters are presided over by a Board of Directors. The day-to-day functions of POTRAZ are overseen by a Director General. POTRAZ staff is made up of the Director General, Deputy Director General, Directors, Heads, Managers and Staff Members.

2. Definitions

For purposes of interpreting and applying this Code of Ethics, the following words have been defined as outlined below:-

- 2.1 Accountability** means responsibility to someone or for some action. It refers to issues of obligation to account for one's actions, answerability, culpability, liability and responsibility.
- 2.2 Competence** means possessing the skills and abilities and exhibiting the conduct that are used to measure suitability for a certain role or function.
- 2.3 Compliance** refers to observance of and adherence to the laws and regulations of the country, regional and international standards of various disciplines, as well as POTRAZ policies.
- 2.4 Confidentiality** means respecting and protecting the privacy/secretcy of another's affairs which one has been entrusted.
- 2.5 Conflict of Interest** occurs when there is a direct or indirect conflict in fact or in appearance between the interests of an individual and that of POTRAZ.
- 2.6 Directors** refers to the Board Members or Board of Directors and Board of Trustees.
- 2.7 Effective** means the adequate accomplishment of the desired objective, with the minimum expenditure of time and resources.
- 2.8 Ethics** means considering what is good and right for oneself and for the other person and can be expressed in terms of the golden rule that "treat others as you would like to be treated yourself".
- 2.9 Fairness** means the equitable and reasonable treatment of other people.
- 2.10 Integrity** means adherence to generally accepted moral principles, being honest, impartial, straightforward and trustworthy. It is the quality, which supports the adage "my word is my bond."
- 2.11 Loyalty** means being faithful to one's customers and stakeholders, the profession, POTRAZ and the principles it embodies.
- 2.12 POTRAZ** includes the Universal Service Fund (USF).
- 2.13 Professionalism** refers to the presence in a person of certain attributes or abilities which collectively raise that person's performance above the ordinary or mediocre. It follows therefore that everyone from the lowest to the highest levels can apply professionalism in execution of their duties.

2.14 PEGG Act refers to the Public Entities Corporate Governance Act [Chapter 10:31].

2.15 PEGG Regulations refer to the Public Entities Corporate Governance (General) Regulations, 2018 Statutory Instrument 168 of 2018.

2.16 Reputation refers to the esteem associated with the image of POTRAZ.

2.17 Responsibility refers to taking ownership of a duty, obligation or liability.

2.18 Senior Management Executives refers to Senior Staff members who for purposes of the PEGG Act, include:-

- (a) The Director General;
- (b) Deputy Director General;
- (c) Heads of Departments and Divisions;
- (d) Every employee who is of a grade immediately below the head of department;
- (e) Compliance officer for purposes of the PEGG Act;
- (f) Every employee whose grade and additionally, or alternatively remuneration is equivalent to that of an employee specified in (a)(b)(c)(d)(e); and
- (g) Every employee who is acting in a position specified in paragraphs (a)(b)(c)(d)(e) and (f) and has done so continuously for 3 months or more.

2.19 Transparency is defined to include lack of disguise or pretext, easily seen through, evident, obvious, easily understood, unmistakable and plain.

3. Applicability

This Code of Ethics is applicable to Directors, Senior Management executives and all staff members of POTRAZ.

4. Objective

4.1 The objective of this Code is to:-

- (a) Foster and maintain high standards of governance by Directors, Senior Management executives and all staff members of POTRAZ;
- (b) Induce and recognise the virtues of honesty and accountability; and
- (c) Serve as a guideline for addressing situations involving ethical issues in all spheres of activity in POTRAZ.

4.2 The general public, has a right to expect that the Directors, Senior Management executives and all staff members of POTRAZ demonstrate, at all times, the highest levels of integrity and competence and that their day-to-day efforts are fully directed towards the well-being, optimal performance and effective delivery of service with whose management they have been entrusted.

5. Fundamental Principles

Section 27 of PEGG Act provides that:-

The Code of Ethics shall give effect to the following principles:-

- 5.1 Promotion and maintenance of a high standard of professional ethics;
- 5.2 Efficient and economic use of available resources;
- 5.3 Provision of services impartially, fairly, equitably and without bias;
- 5.4 Responsiveness to the needs of the people of Zimbabwe including the prompt and sensitive processing of complaints by members of the public with respect to the entity's interaction with them;
- 5.5 Co-operation with Governmental institutions and other public entities;
- 5.6 Openness and transparency in the internal workings and procedures of the public entity concerned and in its dealings with the public;
- 5.7 Maximising human resources of the public entity concerned; and
- 5.8 Generally shall be directed at ensuring efficiency, effectiveness, responsibility, accountability and honesty in the procedures, operations and activities of the public entity concerned.

6. Key Elements

In accordance with the PECG Act as well as this Code of Ethics, Directors, Senior Management executives and all staff members of POTRAZ:-

- 6.1 Shall act honestly, in good faith and in the best interests of POTRAZ;
- 6.2 Shall owe a fiduciary duty to POTRAZ;
- 6.3 Shall have a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- 6.4 Shall undertake diligent analysis of all proposals placed before the Board;
- 6.5 Shall act with a level of skill expected from Directors, Senior Management executives and all staff members of a publicly-owned entity;
- 6.6 Shall demonstrate commercial reasonableness in decision-making;
- 6.7 Shall not make improper use of information acquired as Directors, Senior Management executives and staff members;
- 6.8 Shall not disclose non-public information except where disclosure is authorised or legally-mandated;
- 6.9 Shall, upon appointment and/or re-appointment, in the case of Directors and Senior Management executives make a full Disclosure of Assets in accordance with the provisions of the PECG Act;
- 6.10 Shall not take improper advantage of the position of Director, Senior Management executive or staff member or use the position for personal gain or to compete with POTRAZ;
- 6.11 Shall not take advantage of POTRAZ property or use such property for personal gain or to compete with POTRAZ;
- 6.12 Shall protect and ensure the efficient use of POTRAZ assets for legitimate purposes;
- 6.13 Shall not allow personal interests, or the interests of any associated person, to conflict with the interests of POTRAZ;

- 6.14 Shall have an obligation to be independent in judgment and actions, and Directors shall take all reasonable steps to be satisfied as to the soundness of all decisions of the Board;
- 6.15 Shall make reasonable enquiries to ensure that POTRAZ is operating efficiently, effectively and legally towards achieving its goals;
- 6.16 Shall not engage in conduct likely to bring discredit upon POTRAZ;
- 6.17 Shall encourage fair dealing by all employees with POTRAZ suppliers, competitors and other employees;
- 6.18 Shall encourage the reporting of unlawful/unethical behaviour and actively promote ethical behaviour and protection for those who report violations in good faith;
- 6.19 Shall give their specific expertise generously to POTRAZ, and
- 6.20 Shall have an obligation, at all times, to comply with the spirit as well as the letter of the law and with the provisions of the Public Entities Corporate Governance Act (PECG) Act and Regulations;

7. Accountability

The Directors, Senior Management executives and all staff members shall:-

- 7.1 Shall discharge their duties in good faith and integrity and in the best interests of POTRAZ and its stakeholders;
- 7.2 Shall be expected to use their best endeavours for advancing POTRAZ's objectives;
- 7.3 Shall act ethically, honestly, and diligently to protect POTRAZ's properties, brand equity and image;
- 7.4 Shall act responsibly, with due care, competence, without allowing their independent judgement to be subordinated; and
- 7.5 Shall faithfully fulfil their fiduciary obligations.

8. Declaration of Assets

In accordance with the relevant provisions of the PECG Act, every Director/Senior Management Executive shall provide to the Office, specified in the Act, and in compliance with the timeframe(s) laid down in the Act, through the Compliance Officer, a written declaration listing in full:-

- 8.1 All immovable property owned, leased or in which he/she has any other direct or indirect interest;
- 8.2 Any item of immovable property exceeding the value stipulated in the Act which he/she owns, leases or in which he/she may have any other direct or indirect interest; and
- 8.3 Any business in which he/she has an interest or which he/she plays a part in the running thereof.

9. Conflict of Interest

- 9.1** Directors, Senior Management executives and all staff members shall not engage in any business, relationship or activity, which may be in conflict with the interests of POTRAZ;
- 9.2** They should not engage in any activity/employment that interferes with the performance of POTRAZ or is otherwise in conflict with or prejudicial to POTRAZ;
- 9.3** They and their immediate families should generally refrain from involvement or investment in entities whereby their responsibility to POTRAZ is or may be compromised;
- 9.4** They should avoid conducting POTRAZ's business with a relative or with a firm/company/Authority in which a relative/related party is associated or plays any significant role;
- 9.5** If such related party transaction is unavoidable, it must be fully disclosed to the Board of POTRAZ; and
- 9.6** Directors/Senior Management executives are prohibited from using their positions, or POTRAZ property or information for personal gain/advantage or to cause detriment to POTRAZ.

10. Other Directorships

In accordance with the relevant Section(s) of the PEGC Act, Directors must disclose to the Board of POTRAZ, on an ongoing basis, their Directorship(s), Committee Membership(s) on the Board(s) of any other Authority, public or private, on which they may sit, as well as any shareholding they may have in other entities/companies.

11. Confidentiality of Information

Any information concerning POTRAZ, its business, performance, customers, suppliers, etc., which is not in the public domain and to which the Directors/Senior Management executives and all staff have access, must be considered confidential, and is to be held in confidence unless disclosure is duly and correctly authorised or is required under law.

12. Equity and Fair Treatment

- 12.1** The Directors/Senior Management executives shall be committed to providing a work environment free from unlawful discrimination, harassment and/or intimidation of any nature;
- 12.2** They shall strive to maintain a safe workplace by following prescribed national safety and health rules and practices; and
- 12.3** Best efforts shall be made to contribute to an environment that builds confidence and empowers people through personal and professional growth. Employees, being invaluable assets, shall be motivated to achieve higher goals.

13. Gifts and Donations

- 13.1** No Director/Senior Management executive or any staff member of POTRAZ shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality,

illegal payments and/or comparable benefits which are or may be intended to influence or sway his/her judgement in any particular direction.

- 13.2** Subject to this clause, nominal gifts of a commemorative nature, for special events/achievements or in the course of normal social courtesies may be accepted/offered. Such normal gifts shall be declared to the Authority by recording them in the Gifts Declaration Register.

14. Safeguarding POTRAZ Assets

The use of POTRAZ assets for illegal or non-ethical purposes shall be strictly prohibited. Protecting POTRAZ assets is the responsibility of each Director/Senior Management executive and each staff member.

15. Financial Record-Keeping and Reporting

It is critical to ensure that all transactions are properly identified, analysed and recorded. This holds true regardless of whether a Director/Senior Management executive or staff member is directly involved in financial reporting, accounting or auditing. Most Directors, Senior Management executives and staff members will come into contact with financial transactions, either directly or indirectly. It shall be the duty and responsibility of all Directors, Senior Management executives and staff members to make every reasonable effort to ensure that all financial transactions and related Authority records are accurate, complete and reliable.

16. Reputation

It should be the aim of every Director/Senior Management executive and staff member to maintain, improve and enhance the reputation of POTRAZ.

17. Compliance with the Code

- 17.1** In accordance with the relevant section of the PECG Act/Regulations, POTRAZ has designated a "Compliance Officer", of appropriate seniority within its structure.

- 17.2** It shall be the responsibility of the Compliance Officer to ensure that, once per annum or upon revision of this Code, every Director/Senior Management executive shall acknowledge and provide a written affirmation that he/she has complied with the provisions thereof. (Template attached)

- 17.3** New Directors/Senior Management executives shall sign such acknowledgement (of receipt and understanding) at the time of their appointment.

18. Reporting

Whilst it shall be the responsibility of every Director/Senior Management executive and all staff members to ensure compliance with this Code, any possible violation of the provisions of the PECG Act, its accompanying Regulations as well as the provisions of this Code, shall be immediately reported to the Board through the Compliance Officer.

**POSTAL AND TELECOMMUNICATIONS REGULATORY AUTHORITY OF ZIMBABWE
(POTRAZ)**

ANNUAL COMPLIANCE CERTIFICATION

**CODE OF ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT EXECUTIVES OF
STATE ENTERPRISES AND PARASTATALS, PUBLICLY-OWNED ENTITIES AND
LOCAL AUTHORITIES**

I,

Do hereby solemnly affirm that, to the best of my knowledge and belief, I have fully
complied with the provisions of the Postal and Telecommunications Regulatory
Authority of Zimbabwe (POTRAZ) Code of Ethics during the Financial Year ending

.....

Signature

Name

I.D. No

Designation

Date

APPROVAL OF CODE OF ETHICS

This Code of Ethics was approved by the Board on 29 May 2019 and will be due for review annually.

Jefferson

Board Chairperson

7/7/2020

Date