



NATIONAL WOMEN'S COUNCIL

BOARD CHARTER

JUNE 2025

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1.0 PREAMBLE

*The Board Charter (hereinafter referred to as the “Charter”) sets the framework for the composition, responsibilities, duties, procedures, powers, authority and accountability of the Board of Directors of the **National Women’s Council**.*

*The Charter sets out the objectives, roles, responsibilities and authority and composition of the Board of directors (hereinafter referred to as the “Board”) **National Women’s Council (hereinafter referred to as the “NWC” or the “Council”).***

*This Charter also sets out the operation of the **Board of NWC**, adopting principles of good corporate governance and practice, that accord with applicable laws.*

2.0 PURPOSE OF CHARTER

The Code of Corporate Governance for Mauritius recommends the disclosure of the Board Charter on the **organization's website** and that a statement that the Board has approved its Charter shall be included in the corporate governance section of the **Annual Report**.

The Board Charter sets out the composition, responsibilities, duties, procedures, powers, authority and accountability of the **Board Members** of the **NWC**.

3.0 BOARD AUTHORITY

The Board derives its authority to act from the **National Women’s Council Act 2016** and other relevant laws in Mauritius.

4.0 CONSTITUTION OF THE BOARD

4.1 THE BOARD

As per Section 8 (The Board) of the NWC Act 2016, the Board shall consist of:

(a)	A Chairperson, who shall be a person committed to the cause of women's empowerment and gender equality, to be appointed by the Minister.
(b)	The supervising officer or a representative of the Ministry.
(c)	A representative of the Ministry responsible for the subject of finance.
(d)	A representative of each of the 3 regional Committees selected in accordance with subsection (6).
(e)	A representative of such body having objects similar to those of the Council as may be set up by the Rodrigues Regional Assembly.
(f)	4 other persons, with experience relating to social, economic or political empowerment of women, to be appointed by the Minister after consultation with such person as the Minister may determine.

The above constitution of the Board shall be made public **on the website of the NWC** and in the **Annual Report**.

All members of the Board should act independently of one another, and collectively should bring a mixture of expertise, knowledge, skills, objectivity to the Board to act in the best interest of the **NWC**.

4.2 QUORUM

At any meeting of the Board, **5 members** shall constitute a quorum as per provision made under **Section 9 (2) (Meetings of Board) of the National Women's Council Act 2016**.

5.0 ROLE AND RESPONSIBILITIES OF THE BOARD

The Board is charged with leading and managing the **NWC** in an effective and responsible manner. The **Members**, collectively and individually, are aware of their responsibilities to insureds, Government and other stakeholders for the manner in which the affairs of the **NWC** are managed.

The Board has delegated authority to the **Manager** who shall be responsible for the execution of the policy of the Board and for the management of its day-to-day business.

In discharging the above responsibilities, the Board will direct and perform the following functions:

5.1 STRATEGY

- Set the **NWC** vision, mission, values and objectives.
- Provide effective leadership and guidance in:
 - ✓ developing and maintaining an organization structure to support the achievement of agreed strategic objectives.
 - ✓ Monitoring the achievement of the strategic and business plans and annual budget outcomes.
 - ✓ Monitoring the performance of the **Manager** having regard to the strategic plan and against agreed performance indicators.

5.2 RISK MANAGEMENT

- Maintain and implements risk management policies and internal compliance and control systems which are based on best practices.

5.3 INTERNAL CONTROL SYSTEMS AND INFORMATION SYSTEMS

- Ensure that effective internal control systems and information systems are in place to safeguard the **NWC's** assets.
- Review the effectiveness and adequacy of the applicable systems and controls from time to time.

5.4 FINANCE AND REPORTING

- Approval of **Annual Report** including the financial statements.
- Approval of **annual budget**.
- Approval of **corporate policies and procedures**.
- Consider the recommendations of the **external auditor** as expressed in the management letter.
- Ensure proceedings of all meetings are minuted and signed by the **Chairperson** of the meeting.
- Ensure minutes of all Board meetings are circulated to **Members** and approved by the Board at the subsequent meeting.

5.5 CORPORATE GOVERNANCE

- Ensure that the **NWC** has appropriate corporate governance structures in place.
- Establish such committees, policies and procedures for the Board to discharge its roles and responsibilities in an efficient manner.
- Carry out a Board evaluation as provided in the Code of Corporate Governance, Mauritius (2016).
- Appoint the **Manager**, setting the terms of the **Manager's** employment contract.

5.6 BOARD'S COMMUNICATION WITH STAKEHOLDERS

- Ensure effective communication with stakeholders through use of appropriate communication channels.

6.0 BOARD PROCEDURES

- (a) The conduct of members will be consistent with their duties and responsibilities towards the **NWC**.
- (b) Members will use their best endeavours to attend board meetings regularly and to prepare thoroughly for same. Members unable to attend a meeting will inform the **Chair/Manager** at the earliest date possible.
- (c) Board discussions will be conducted in an open manner, recognising that differences of opinion and diversity of views can, in such circumstances, bring greater clarity and lead to informed and responsible decisions. The **Chair** will, nevertheless, seek a consensus in the Board as far as possible but may, where considered necessary, call for a vote. All discussions and their record will remain confidential unless there is a specific direction from the Board to the contrary, or disclosure is required by law.
- (d) The Board has sole authority over its agenda and exercises this through the Chair. Any member may, through the **Chair**, request the inclusion of an item to the agenda. The agenda will be set by the **Chair** in consultation with the **Manager**.
- (e) In carrying out its responsibilities and functions, the Board may delegate any of its powers to a Board Sub-Committee, a **Member**, Management or other person. Nevertheless, this does not relinquish the ultimate responsibility of the **Members** under the relevant laws.

7.0 ROLE OF THE CHAIR/BOARD MEMBERS

7.1 ROLE OF THE CHAIR

The Role of the **Chair** is to:

- (a) Represent the Board, provide leadership to the Board and ensure its effectiveness in all aspects of its role.
- (b) Set the Board agenda in consultation with the **Manager**.
- (c) Ensure that the Board is fully apprised of critical issues and has the opportunity to debate the strategic direction of the Council.
- (d) Ensure that the Board undertakes appropriate initiatives to enhance governance practices in the interest of the Board itself and the Council.
- (e) Provide direction and guidance to the board and ensure that discussions are constructive and productive, while encouraging open dialogue and collaboration among board members, ultimately leading to well-informed decision-making.
- (f) Ensure effective strategic planning and oversight by facilitating the development and implementation of long-term goals and objectives.
- (g) Encourage good corporate governance by upholding and promoting ethical practices, ensuring compliance with relevant laws and regulations, and overseeing effective risk management.

7.2 ROLE OF BOARD MEMBERS

In order to fulfil the objectives of the Council relating to women's empowerment and gender equality and to exercise the functions of the Board as set out in the Act, **Members** have different backgrounds and can be grouped in three categories, namely:

- Government and governmental institutions;
- Regional Committees; and
- Independent Members.

Prerequisites for a responsible Board Member:

The prerequisites for a responsible **Board Member** include the following aspects:

- Ownership and Belongingness;
- Accountability;
- Confidentiality;
- Shared Responsibility;
- Commitment;
- Innovation (ideas, projects, programmes);
- Good understanding of gender issues, and
- Willingness/Preparedness to acquire such knowledge.

Roles of Board Members

The Roles of **Board Members** are two-pronged:-

- To act collectively on matters pertaining to the smooth running of the Council;
and
- To contribute effectively as per his/her representativeness.

I. REPRESENTATIVES OF GOVERNMENT INSTITUTIONS

Rationale:

The rationale of appointing representatives of Government Institutions on the Board is to ensure that the needs and aspirations of women are taken into consideration whenever policies are formulated.

Roles:

- They should collaborate with the Council in order to facilitate the implementation of policies and programmes falling under the purview of the institution he/she represents.
- Subject to the approval of their Supervising Officer, they should provide feedback on policies/programmes/services/facilities provided by the institution he/she represents that could be of interest and benefit to women.

II. REPRESENTATIVES OF REGIONAL COMMITTEES

Rationale:

The rationale of appointing representatives of Regional Committees on the Board of the Council is to primarily provide a platform to the representatives of such committees to voice out their concerns/aspirations/needs, etc.

Roles:

They should be able to:

- Establish a mechanism (working arrangement) that facilitates regular dialogues with their members related to the economic/social and political empowerment of women.
- Identify needs/concerns/aspirations of their members, and recommend to the Board actions that will address them.
- Trickle down information on issues that will further the interests of women, and encourage members to maximize on services/facilities available for women's welfare.
- Act as pressure groups and advocate on gender inequality issues.
- Network and share best practices.
- Implement policies and programmes related to women's empowerment.
- Delegate another member to replace them whenever they cannot attend a meeting/participate in an activity.

III. INDEPENDENT MEMBERS

Rationale:

Unlike the other two categories, the Act provides the appointment of four Members by the Minister, who are commonly referred to as **Independent Members**. It is understood that these members have demonstrated their interest/experience/knowledge on women's issues and have the capacity to contribute positively to the overall objectives of the Council.

Roles:

It is expected that as an **Independent Member** he/she should be able to:

- Inform the Board on women's issues raised by individuals or groups of women whose interests are not represented on the Board or who have no means through which they can voice out their concerns.
- Contribute to the objectives of the Council in regard to their specific field of expertise/knowledge.
- Establish linkages with Regional Committees and encourage them to bring women's concerns to the Council, and assisting them in the organization of activities
- Encourage women to join women associations.
- Advocate on women's empowerment issues at various instances.

8.0 BOARD AND ROLE OF MANAGER

- (a) As stated under **Section 12 (3) (Manager)** of the National Women's Council Act 2016, the **Manager** shall act as Secretary to the Board.
- (b) The **Manager** shall assist the **Chair** in establishing the agenda of Board meetings and shall coordinate the timely completion and dissemination of Board papers.
- (c) The **Manager** is also responsible and accountable to the Board for ensuring adequate support to its functions.
- (d) The Chair and Members have access to the advice and services of the **Manager** for the purposes of the Board's affairs.

9.0 BOARD SUB COMMITTEES

(a) As per provisions made under **Section 10 (Committees)** of the National Women's Council Act 2016, three Committees, namely: Human Resource **Committee**, **Finance and Procurement Committee**, and **Project Committee** have been set up which are operational at the NWC. The Board shall set up other Committees, as may be necessary, to comply with good governance practices in line with the **National Code of Corporate Governance 2016**. Other sub committees are formed for specific purposes and disbanded as required.

Section 10 (1) (Committees) of the NWC Act 2016 states that the Board may set up such Committees as it may determine to -

- look into matters of a technical nature;
- look into emerging issues that are responsive to the strategic gender needs of women; and
- assist it in the performance of its functions and the exercise of its powers.

(b) The Board may appoint sub committees from among its members to perform specific tasks. The Board shall determine the members of any committee.

(c) The terms of reference and composition of Board committees shall be set out in separate documents and shall be available **on the website of the NWC**.

(d) Board sub committees will be formed to facilitate efficient decision-making. Board committees will observe the same rules of conduct and procedure as the Board unless the Board determines otherwise.

(e) The Board will determine the composition of Sub Committees, having regards to skills and experience, and any other regulatory requirements.

(f) The Board may from time to time also establish **adhoc Board Committees** to consider special matters that may arise.

(g) As mentioned under **Section 10 (4) [Committees]** of the National Women's Council Act 2016, each Board committee shall meet *as often as may be necessary and at such time and place as the **Chairperson** of that committee may determine or meet as and when required by the Board.*

- (h) The **quorum** for the Board's committees or subcommittees shall be the next whole number corresponding to half of the relevant membership.
- (i) The **Manager** shall be in attendance at Board and at committee meetings.
- (j) The Board and its committees may call upon any employee to appear, with due notice to assist in the conduct of its business.
- (k) Each committee shall report to the Board through its minutes of proceedings or corresponding reports to be circulated prior to Board meetings.
- (l) As stated under **Section 9 (3) [Meetings of the Board] of the National Women's Council Act 2016** and provided that there is quorum, the **supervising officer or the representative of the parent Ministry** shall chair a meeting of the Board and shall discharge the functions of the **Chairperson**:
 - (a) In the absence of the **Chairperson** at a meeting of the Board; or (b) where there is a vacancy in the office of the **Chairperson**. In the absence of the **Chairperson of Committees**, provided there is quorum, the members present shall elect a **Chairperson** for the meeting. The decision of the **Chairperson** on all procedural matters shall be final.
- (m) Decisions at meetings of the Board, its committees and sub-committees shall be by consensus of agreement; where in the opinion of the **Chairperson** a vote needs to be taken, the majority of members present shall decide, in case of equality of votes from the members present, the **Chairperson** shall have the power of exercising a casting vote.
- (n) The Board remains collectively responsible for the decisions and actions taken by any Committee.

10. BOARD/MANAGEMENT RELATIONSHIP

All Board authority conferred on management is delegated through the **Manager** so that the authority and accountability of management is considered to be the authority and accountability of the **Manager** so far as the Board is concerned. Between Board meetings, the Manager acts as a focal point of communication between the **Chair** and Board Members, as may be required. The Chair is kept informed by the **Manager** on all important matters, and is available to the **Manager** to provide counsel and advice where appropriate.

10.1 SEPARATION OF FUNCTIONS BETWEEN THE CHAIR AND THE MANAGER

The roles of the Chairperson and **Manager** are distinct.

In line with Section 7 of this Board Charter, the Chairperson is overall responsible for:

- (a) leading the Board;
- (b) facilitating effective discussions at Board meetings; and
- (c) ensuring effective communication with Stakeholders.

In line with Section 8 of this Board Charter, the Manager is overall responsible for:

- (a) implementing policies and decisions of the Board;
- (b) making recommendations to the Board on the long-term vision and strategy for the company and annual business plans and budgets that support the company's long-term strategy;
- (c) striving to achieve the company's financial and operating goals and objectives, and ensuring that the day-to-day business affairs of the company are appropriately managed and monitored;
- (d) ensuring **Members** are provided with accurate and clear information in a timely manner to facilitate effective decision-making by the Board;
- (e) maintaining a positive and ethical work climate conducive to attracting, retaining and motivating high quality employees at all levels of the organisation.

11. CONFLICT OF INTEREST

A **Member** should make a best effort to avoid conflicts of interest or situations where others might reasonably perceive there to be a conflict of interest.

Where a conflict of interest arises or may arise, a **Member** must disclose the conflict to the Board. On declaring their interest, the **Member** concerned should dismiss themselves at that interval of the meeting in which the conflict or potential conflict is discussed and should not participate in the debate, vote or indicate how he or she would have voted on the matter in the Board or the committee meeting.

12. REVIEW OF CHARTER

The Board may review this Charter at its sole discretion to ensure it remains consistent with the Board's objectives and responsibilities.

13. INTERPRETATION

In case of uncertainty or difference of opinion on how a provision of this Charter should be interpreted, the opinion of the **Chairperson** of the Board shall be decisive. The **Chairperson** may take advice, as required, before coming to a decision.

14. PARTIAL INVALIDITY

If one or more provisions of this Charter are (or become) invalid, this shall not affect the validity of the remaining provisions. The Board may replace the invalid provisions by provisions which are valid.

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