



**CONSTRUCTION
INDUSTRY
AUTHORITY**



Board Charter

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1.0 Introduction

This Charter sets out the roles, responsibilities, structure, and processes of the Board of the Construction Industry Authority (CIA), set up under Section 9 of the Construction Industry Authority Act. The provisions contained in this Board Charter are supplementary and complementary to the provisions of the CIA Act 2023.

2.0 Roles and Responsibilities

The role of the Board is to define the general policy and direction of the organisation and to ensure that all matters pertaining to modern management practices and overall operations of the CIA are carried out in a professional and ethical manner. The Board is responsible for the strategic direction of the organisation so as to achieve the organisation's vision, mission, values and objectives. The Board is also responsible for monitoring and evaluating the implementation of policies and strategies and other performance indicators as developed by the Authority in compliance with Good Corporate Governance.

3.0 Composition of the Board and its Committees

The Board shall comprise 15 members with 9 members constituting a quorum in line with the provisions of the CIA Act 2023. The Board shall be led by a Chairperson whose role is to provide leadership and ensure effective functioning of the Board.

The Board Members shall have a clear understanding of their role and have the ability to exercise sound, independent and impartial judgement on the affairs of the Authority. All Members of the Board shall be individuals of integrity and collectively shall bring a blend of skills, knowledge and experience to the Board to enable it to carry out its function effectively and efficiently.

In order to meet its legal and oversight requirements and effectively discharge its duties, the Board may set up such Committees and assign some of its functions to these

Committees. The Committees shall comprise Board Members and other Co-opted Members as it may deem necessary. The Board may assign certain assignments to specific Board Members who will need to report to the board on the actions to be taken.

4.0 Committees of the Board

The Board shall have the following Committees to which it can assign some of its duties for reporting to the Board for approval:

- (i) Technical and Operation Committee;
- (ii) Registration Panel; and
- (iii) Governance, Audit and Risk Management Committee.

The Board shall set out the Terms of Reference for each of these Committees and designate a Chairperson and Members for each of these Committees. The Chairperson of each Committee shall report its proceedings to the Board at the ensuing Board Meeting.

Committees set up by the Board may invite external individuals to attend any of its meetings for advisory purposes. The person so invited may participate in discussions but shall have no voting rights.

The Board may at its own discretion set up additional Subcommittees at any point in time to oversee the affairs of the Authority.

5.0 Board Meetings and Process

- (i) The Board shall meet at least once a month in the Board room of the CIA Office, Port Louis;
- (ii) Board Meetings shall be convened by the Secretary to the Board after consultation with the Chairperson and the Officer in Charge / General Manager. The Board proceedings shall commence only after the Secretary confirms that a quorum has been reached;

- (iii) The Agenda for each Board Meeting shall be approved by the Board before the start of each Board Meeting and additional items may be proposed to be included in the Agenda;
- (iv) Additional items not on the Agenda may be proposed to be taken during the Board Meeting at the time of approval of the Agenda subject to the approval of the Chairperson;
- (v) In the absence of the Chairperson of the Board during a Board meeting, the Members present shall, in relation to that meeting, elect one of them to chair the meeting;
- (vi) Resolutions of the Board shall have legal standing and shall be ratified by all Members of the Board in the ensuing Board meeting following the resolution;
- (vii) The Minutes of the previous Board Meeting shall be read over and amended as required, and approved by the Board at each sitting. A Member of the Board, other than the Chairperson, shall make a proposal for the approval of the minutes, which shall be seconded by another Board Member;
- (viii) The Board may co-opt such person, as may be of assistance in relation to any item on the Agenda, to attend a Board Meeting but that person shall have no right to vote;
- (ix) The Officer in Charge/General Manager shall attend every meeting of the Board and actively participate in its deliberations but shall have no right to vote; and
- (x) The Board Members shall try to adopt resolutions by unanimous consent. Where unanimity cannot be reached, Board Members will vote.

6.0 Roles and Functions of the Chairperson

The Chairperson of the Board shall be the leader of the Board and his duties shall be:

- (i) To set the Agenda for Board Meetings in consultation with the OIC /General Manager;

- (ii) To preside over board meetings and ensure smooth discussions and deliberations;
- (iii) To ensure that relevant information and facts are given to the Board for taking informed decisions;
- (iv) To ensure that the Board is effective in its task of setting and implementing the Authority direction and strategy;
- (v) To lead the Board in an impartial manner whilst resolving differences in a constructive manner and encouraging the participation of all Board Members;
- (vi) To take cognizance of Committees and Subcommittees proceedings to ensure appropriate policies and procedures are in place for the running of the Authority;
- (vii) To ensure that decisions of the Board are implemented within a proper timeframe;
- (viii) To select Board Members to be part of Subcommittees or Special Committees which may be set up by the Board whilst ensuring an appropriate mix of competencies, experience and skills;
- (ix) To monitor the performance of Board Subcommittees, ensuring that they operate in accordance with their respective terms of reference and contribute to the Board's overall objectives;
- (x) To monitor the performance of individual Board members during Board Meetings;
- (xi) To act as the Authority's representative and spokesperson in dealing with external stakeholders; and
- (xii) To identify the development needs of the Board in terms of training and education as may be required.

7.0 Roles and Functions of the Secretary of the Board

The Secretary of the Board shall be a qualified professional designated by the Board who shall be well versed with governance principles and the responsibilities of his position.

The Secretary shall fulfil his duties in accordance with the statutory requirements and corporate governance principles.

The duties of the Secretary of the Board may be summarised as followed:

- (i) To ensure that the Authority complies with all statutory and regulatory requirements as laid down in the CIA Act;
- (ii) To facilitate the role of the Chairperson and Board Members in their task;
- (iii) To ensure that the code of ethics and processes established by the Board are followed;
- (iv) To prepare and circulate the Agenda of the Board and Board papers in consultation with the Chairperson and the General Manager;
- (v) To ensure that there is a quorum for meetings;
- (vi) To accurately record minutes of Board Meetings and circulate approved minutes of previous meetings to Board Members;
- (vii) To organise and attend all Board Meetings, ensuring that all logistical arrangements are made in a timely and efficient manner;
- (viii) To keep and maintain a Register of Interests in which all disclosures of direct or indirect interests shall be recorded;
- (ix) To communicate Board decisions to relevant parties promptly, ensuring that actions are taken as required; and
- (x) To undertake additional tasks as assigned by the Board to support its functions and fulfilment of its mandate.

8.0 Roles and Responsibilities of the Board

The Board is entrusted with the responsibility to act in the best interests of the CIA, ensuring its effective governance and operational success.

The Roles and Responsibilities of the Board are:

- (i) The overall responsibility to administer the organisation. There is no other formal document to detail the roles and responsibilities of the Board Members. However, the Members are individually aware of their roles and responsibilities and are called to fulfil them with commitments and dedication;
- (ii) To assume the responsibility for leading and controlling the Authority and meeting all legal and regulatory requirements;
- (iii) To approve, monitor, review and evaluate the implementation of objectives, strategies, policies, business plans and budget;
- (iv) To prepare a statement of corporate objectives;
- (v) To ensure that the Authority complies with the highest standards of governance and that it has an effective system of controls in place so that risks can be properly assessed and managed;
- (vi) To ensure that communication of all material information to the stakeholders be made in a transparent way;
- (vii) To establish the strategic objectives and organisational values, and ensure that they are communicated throughout the Authority;
- (viii) To retain full and effective control over the Authority and its capital resources and be responsible for monitoring Management in respect of implementation of Board strategies and decisions;
- (ix) To ensure that clear lines of responsibility and accountability exist and are enforced throughout the Authority;
- (x) To ensure that there is appropriate oversight by Senior Management consistent with Board policy;
- (xi) To ensure that procedures and practices which protect the organisation's assets and reputation are put in place. The Board shall therefore review processes and procedures on a regular basis to ensure effectiveness of the Authority's internal control systems;
- (xii) To ensure that the Authority complies with all the relevant laws and regulations;

- (xiii) To approve quarterly Income and Expenditure Account ensuring that they have been prepared using the appropriate accounting policies and standards and fairly presents the state of affairs of the Authority;
- (xiv) To approve the Annual Report and submit it to the Minister, in accordance with the Statutory Bodies (Accounts and Audit) Act, together with an audited statement of accounts on the operations of the Authority, in respect of every financial year;
- (xv) To accept or reject applications for registration once assessed and recommended by the Registration Panel; and
- (xvi) To take any decision(s) in accordance with the relevant Acts.

9.0 Delegation of Authority by the Board - Committees

The Board may set up such Committees as it may deems necessary to support it the discharge of its functions. It may assign such powers and responsibilities to these Committees under the relevant Acts as required to facilitate effective management of the CIA.

Each Committee shall operate under a clearly defined Terms of Reference (ToR) that sets out its specific roles and responsibilities. While delegation enhances operational efficiency, the Board retains ultimate accountability and must maintain oversight to ensure that delegated tasks are performed in compliance with legal requirements and in the best interests of the Authority.

10.0 Other Provisions: Conflict of Interest, Ethics and Confidentiality

Conflict of Interest

All Board Members have a duty to act in the best interests of the organisation and to uphold the highest standards of integrity and impartiality. A Board member shall immediately disclose to the Chairperson of the Board any actual, potential or perceived conflict of interest and must provide all relevant information pertaining to the nature and context of the conflict.

A Board Member shall not take part in any discussion or decision-making regarding any subject or transaction in which he/she has a conflict of interest.

Failure to disclose a conflict of interest may constitute an offence in law and could in addition result in disciplinary action, including potential removal from the Board.

Ethics

Board Members are expected to observe the highest standards of ethical conduct in the discharge of their duties.

Board Members shall act honestly and in good faith at all times, making informed decisions that reflect the best interests of the CIA and its stakeholders.

Board Members are expected to perform their duties diligently, in an honest manner, with reasonable competence and act within the scope of their authority.

Board members shall encourage the reporting of any illegal or unethical behaviour. Any suspected breach of ethics shall be communicated promptly by Board Members, which should then be investigated and appropriate actions taken, as necessary.

Board Members must consistently attend Board meetings and dedicate sufficient time to understand the operations, challenges and strategic environment of the CIA.

Gifts and Entertainment

Board Members are forbidden to accept or provide gifts, benefits or hospitality in exchange for any business, services, confidential information or any kind of favours.

Anti-bribery

Board Members shall not, directly or indirectly, offer or promise any personal or undue financial or non-financial benefit to obtain or retain a service or other advantage from a third party, whether public or private.

Board Members must also abstain from any activity or behaviour that may reasonably be perceived as, or give rise to suspicion of, misconduct or an attempt thereof.

Anti-Money Laundering and Combating the Financing of Terrorism (AML/CFT)

Board Members should be well-versed in AML/CFT laws such as Financial Intelligence and Anti-Money Laundering Act 2002, Financial Intelligence and Anti-Money Laundering Regulations 2003, as well as anti-corruption laws such as the Prevention of Corruption Act 2002, and such other applicable laws.

Board Members should be able to identify and assess the risks that money laundering poses to the Organisation's operations and reputation.

Confidentiality

A Board Member shall before assuming his function take the oath of secrecy set out in the fifth schedule to the CIA Act.

Board Members shall have a fiduciary duty to protect all information of a nature obtained in the course of their service.

A Board Member shall, during his tenure or after the end of his tenure as Board Member, not disclose any information of a confidential nature regarding the affairs of the CIA, unless required to do so by law.

A Board Member shall not use any confidential information for his or her personal benefit. Such misuse constitutes a breach of trust and may lead to disciplinary or legal action.

A Board Member shall at the end of his term of office, return all confidential documents in his possession or shall guarantee their secure disposal in a manner that preserves confidentiality.

11.0 Appointment and Remuneration of the Board Members and Committee Members

Appointment

The Board comprises a Chairperson and 14 Members appointed under section 9(2) of the CIA Act 2023.

A Member shall hold office for a term of two years and can serve for not more than two consecutive terms, unless he is re-appointed on account of his exceptional experience.

A Member shall vacate his office:

- (i) where he is convicted of any offence involving fraud or dishonesty;
- (ii) where he has been removed from an office on account of a breach of trust or his misconduct; or
- (iii) where he fails to maintain the secrecy of any matter which comes to his knowledge in the performance, or as a result, of his duties under this Act.

Remuneration

The Board shall maintain a formal and transparent policy regarding Members' remuneration.

The Chairperson is appointed on a part-time basis and is remunerated monthly.

Board, Committee and Subcommittee Members are remunerated for each meeting. The Chairperson, Board and Committee and Subcommittee Members are paid such fee in accordance with the PRB Recommendations.

12.0 Assessment of Board Performance

The evaluation of the Board shall be conducted on an annual basis and shall result in the development of a Board improvement and development plan.

The evaluation process undertaken by the Chairperson will take into consideration the following elements:

- (i) Assessment of Board Members, in terms of skills, knowledge, diversity, experience and independence;
- (ii) Evaluation of the Board's overall ability to deliver on its mandate. This includes clarity of strategic direction and organisational values, quality of leadership and key Board relationships; and
- (iii) Assessment of the Board's ability to pursue strategic planning in relation to the CIA's long-term objectives and public interest mandate.

The evaluation of individual Board Members is aimed to determine whether each member continues to contribute effectively and demonstrate ongoing commitment to his/her role. This includes their attendance, preparedness for and participation in Board, Committee and Subcommittee meetings, as well as their overall contribution to CIA's governance and strategic oversight.

The Chairperson will act on the findings of the evaluation by:

- (i) Addressing areas identified for improvement through training, support, or revised responsibilities;
- (ii) Recommending the appointment of new members where necessary; and
- (iii) Where appropriate, initiating discussions on the resignation or replacement of members who are underperforming or unable to meet the expectations of the role.

13.0 Review of the Board Charter

The Board Charter shall be reviewed periodically to ensure its continued relevance, alignment with best governance practices, and compliance with applicable laws and regulations.

Reviews shall be undertaken especially when:

- (i) There are amendments to the Code of Corporate Governance for Mauritius;
- (ii) There are changes to the CIA Act or other applicable legislation;
- (iii) There are significant shifts in the strategic direction, structure, or operations of the CIA; or
- (iv) Emerging governance standards or regulatory developments necessitate an update.

The Board shall be responsible for reviewing and updating the Charter as needed to ensure it remains an effective tool in guiding the Board's structure, processes, and responsibilities.