



# BOARD CHARTER

FOR THE GOVERNING BOARD OF MINERALS COMMISSION

DECEMBER, 2025

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## **1. PURPOSE**

- 1.1. This Board Charter (the "Charter") sets out the key principles and values of the Governing Board (the "Board") of Minerals Commission. It provides a concise overview of the Board's composition, role and responsibilities, Board remuneration, Board and Committee meetings and the practice of the Board in respect of some corporate governance matters.
- 1.2. The Charter is subject to the Minerals Commission Act, 1993 (Act 450) and any other applicable law and regulation in force.

## **2. BINDING EFFECT**

- 2.1. This Charter, subject to Act 450 and any applicable legislation shall be binding on all members of the Board and the Board Secretary as may be applicable, after its approval and sign off by the Chairman of the Board of Minerals Commission ("Chairman").

## **3. APPOINTMENT, ORIENTATION AND TENURE OF OFFICE OF BOARD MEMBERS**

- 3.1. Appointment
  - 3.1.1. The members of the Board and the Chief Executive Officer shall be appointed in accordance with Act 450.
  - 3.1.2. The composition of the Board shall be in accordance with section 3(1) of Act 450 and any amendment thereof.
  - 3.1.3. All appointments shall be in writing. All persons appointed to the Board of Minerals Commission shall swear the Oath of Office, Oath of Allegiance and the Oath of Secrecy.
  - 3.1.4. Minerals Commission shall keep a register of its Board members.

#### **4. ORIENTATION OF NEW BOARD MEMBERS**

- 4.1. Newly appointed Board members shall undergo an induction programme. The induction programme shall consist of an induction pack and a training programme.
- 4.2. An induction pack shall consist of the following:
  - 4.2.1 Annual Report of Minerals Commission over a period of not less than three years (where applicable);
  - 4.2.2. The Strategic Plan of Minerals Commission or a summary of it;
  - 4.2.3. The Organogram of Minerals Commission;
  - 4.2.4. Minutes of previous Board meetings for the last three (3) months;
  - 4.2.5. Act 450 and any regulations in force, this Charter and any other corporate governance manual or regulation applicable;
  - 4.2.6. Schedule of dates of Board and Committee meetings;
  - 4.2.7. Names, addresses and telephone numbers of the Board members;
  - 4.2.8. Any other documents, required for the effective functioning of the new Board;
  - 4.2.9. The orientation shall cover areas such as the Strategic Plan, general financial and legal affairs of Minerals Commission, financial and regulatory reporting of the Board, among other things;
- 4.3. The newly appointed Board members shall, as part of the orientation programme, visit the offices of Minerals Commission and its operating sites across the country to familiarise themselves with the operations of Minerals Commission and its employees;

- 4.4. The Board through its Chairman and the Board Secretary shall in addition to the orientation programme, recommend periodic training for the Board members as is necessary for them to maintain knowledge and expertise required to understand the operations of Minerals Commission and to properly discharge their role and function as Board members;
- 4.5. The cost of the orientation programme and such periodic training shall be included in the budget of Minerals Commission for the year and shall be borne by Minerals Commission.

## **5. TENURE, ROLE AND RESPONSIBILITIES OF THE BOARD**

- 5.1. The Board shall perform the functions as contained in section 2 of Act 450 under tenure as provided in section 5 of Act 450.
  - 5.1.1. Policy
    - a. Formulate policies for the effective implementation of Minerals Commission objects as well as monitor their execution.
  - 5.1.2. Risk Management
    - a. Ensure that Minerals Commission conducts its affairs in accordance with sound business and industry principles and adopt prudent commercial practices.
    - b. Ensure that risks of Minerals Commission are identified and measures are taken to manage them.
    - c. Assess and understand the risks of Minerals Commission and direct management of Minerals Commission to develop an acceptable threshold for these risks.

- d. At least once a year, the Board shall discuss Minerals Commission's strategy and business risks, the management's assessment of the internal risk management and control systems, and any significant changes to such systems.

#### 5.1.3. Supervision of Management

- a. Work with the management of Minerals Commission to achieve the vision, mission and strategy of Minerals Commission.
- b. Promote sustainable and cost-efficient activities of Minerals Commission.
- c. Establish and promote the objectives, business and integrity of Minerals Commission.
- d. Ensure the establishment of internal control over financial reporting and enforcement of the provisions of the Public Financial Management Act (PFMA), 2016 (Act 921).
- e. Ensure the establishment of an Audit Committee to conduct activities in line with the Public Financial Management Act, 2016 (Act 921).
- f. Provide strategic direction to Management in achieving set objectives of Minerals Commission.
- g. Ensure that the long-term objectives of the Government of Ghana for the establishment of Minerals Commission are served.

#### 5.1.4 Compliance

- a. The Board shall ensure that Minerals Commission complies with all applicable laws and regulations affecting its operations including adherence to any compliance and corporate governance framework.

#### 5.1.5 Appointments

- a. The Board shall ensure the timely appointments of the Chief Executive Officer and other staff of Minerals Commission in accordance with article 195 of the 1992 Constitution and Act 450.

#### 5.1.6. Audit

- a. The Board shall ensure regular internal/external auditing of the business transactions and financial statements of Minerals Commission and in accordance with the Public Financial Management Act, 2016 (Act 921).
- b. The Board shall also ensure that audit recommendations are implemented promptly.

#### 5.1.7. Human Resource Management

- a. The Board shall ensure the development of appropriate Human Resource Management systems, policies, procedures and practices to promote high productivity.

#### 5.1.8. Procurement Activities & Transactions

- a. The Board shall ensure that Minerals Commission discharges all contractual obligations in line with the Public Procurement Act, 2003 (Act 663 as amended) and its accompanying regulations, policies and manuals as applicable.

## **6. THE CHAIRPERSON**

- 6.1. The Chairperson of the Board shall perform the following functions:
  - 6.1.1. Provide leadership to the Board and ensure its effectiveness in all aspects;
  - 6.1.2. Determine the Board agenda, venue and date of Board meetings with the assistance of the Chief Executive Officer and the Board Secretary;
  - 6.1.3. Order the convening of Board meetings, monitor attendance and preside at Board meetings;
  - 6.1.4. Ensure that the Committees of the Board are duly established with defined terms of reference;
  - 6.1.5. Develop the strategy of Minerals Commission, together with the Chief Executive Officer and ensure the Board is fully apprised and has the opportunity to deliberate on the strategic direction of Minerals Commission;
  - 6.1.6. Put in place and maintain an effective delegation of authority structure to provide effective management and control over Minerals Commission's mandate with the assistance of the Chief Executive Officer;
  - 6.1.7. Ensure effective communication between Minerals Commission and its stakeholders, media, the public and any relevant stakeholder of Minerals Commission;
  - 6.1.8. Together with the Chief Executive Officer and the Board Secretary, ensure that Minerals Commission operates to the highest standards of corporate governance;
  - 6.1.9. Lead in evaluating and monitoring the compliance with organisational policies and governance processes;
  - 6.1.10. Ensure the Board undertakes periodic training programmes to enhance governance practices within Minerals Commission.

## **7. BOARD SECRETARY**

- 7.1. The Board Secretary shall perform the following functions:
  - 7.1.1. Organise Board and Committee meetings in consultation with the Board Chairman and Chief Executive Officer;
  - 7.1.2. Take minutes of proceedings at meetings;
  - 7.1.3. Guide the Board collectively and individually as to their duties and responsibilities;
  - 7.1.4. Ensure that Board members are aware of all relevant laws;
  - 7.1.5. Prepare meeting agenda, in consultation with the Chairman and the Chief Executive Officer
  - 7.1.6. Maintain proper records;
  - 7.1.7. Provide inputs for the preparation of the Board's work plan;
  - 7.1.8. Coordinate management reports for consideration by the Board;
  - 7.1.9. Organise orientation programmes for Board members;
  - 7.1.10. Perform such other functions as the Board may direct.

## **8. BOARD COMMITTEES**

- 8.1. Constitution, Composition and Terms of Reference
  - 8.1.1. Board may establish Committees consisting of members of the Board and non-members, but Board Committees are to be chaired by a Board member.
  - 8.1.2. The Board shall determine the terms of reference of its Committees.
  - 8.1.3. The Board shall review the membership of Committees from time to time and may change the membership of Committees as they deem fit.
  - 8.1.4. Deliberations at Committee meetings shall be submitted to a subsequent meeting of the full Board and any recommendations made by a Committee put forward for consideration and captured as minutes for the Committee.
  - 8.1.5. The Committees shall liaise with each other in so far as it is expedient to effectively perform their different roles.
  - 8.1.6. The Committees shall render their Reports to the Board at the next Board meeting following the meeting of the Committee.
  - 8.1.7. The Board remains collectively responsible for the decisions of any Committee and shall review the effectiveness and performance of Committees annually.

## **9. BOARD AND COMMITTEE MEETINGS**

### 9.1. Meetings

9.1.1. Meetings of the Board shall be in accordance with Section 9 of Act 450 and except inconsistent with any existing enactment shall include the following:

- a. physical presence of members;
- b. video conference or similar electronic channel allowing simultaneous visual and audio participation; and
- c. telephone conferencing.

### 9.2. Place of Meetings

9.2.1. Unless otherwise directed by the Chairman, meetings of the Board shall be held at the Head Office of Minerals Commission in Accra.

### 9.3. Frequency of Meetings

9.3.1. Unless otherwise decided, the Board shall meet at least once every two months for the despatch of business in accordance with section 9(1) of Act 450.

9.3.2. Pursuant to Section 5(3) of Act 450, a member who is absent from four (4) consecutive meetings of the Board without sufficient cause ceases to be a member of the Board.

9.3.3. The Chairperson shall at the request in writing of not less than one third of the membership of the Board, convene a Special Meeting of the Board at the place or mode and time determined by the Chairperson in accordance with section 9(2) of Act 450.

- 9.3.4. The business at a Special Meeting shall be to decide an issue or issues of exceptional urgency for which the meeting has been called and which, if it is considered, cannot wait until the next Ordinary Meeting.
- 9.4. Notice of Meetings
- 9.4.1. Meetings shall be convened by a notice in writing to all the members of the Board.
- a. The content of the notice shall include:
    - i. the date, time, place or mode of meeting;
    - ii. the agenda for the meeting.
  - b. The notice of Board meetings shall be served by delivery to the address of each member of the Board as registered in Minerals Commission's records or by an electronic mode. A notice served by electronic mode is equally as valid as a notice served by delivery to the registered addresses of Board members.
  - c. The notice of Board meetings shall be served together with the working papers and reports to the Board which forms part of the agenda and the Minutes of the previous meeting not later than five (5) days prior to the date of the next Board meeting.
- 9.4.2. Notice of a Special Meeting shall be regarded as given when dispatched by the quickest available means by the Chief Executive Officer and the Board Secretary to all available Members of the Board. If time permits, a brief statement of the purpose of the meeting shall be conveyed to Members. It is not essential that such notice be in writing.
- 9.4.3. Notice of Special Meeting including a brief statement of the purpose thereof shall be sent by email or SMS text or to Board's WhatsApp page to all members outside Ghana at the time such notice is given.

#### 9.4.4. Agenda and Board Papers

The following arrangements for the preparation of agenda and the circulation of Papers shall whenever practicable be adopted:

##### a. Ordinary Meetings

i. The agenda for an Ordinary Meeting shall be prepared by the Board Secretary and shall include: all items required for the normal conduct of Minerals Commission business which require decision by members, all items conveying information and progress reports to members of the Board and all items upon which the policy decision of the Board is required or seems desirable.

ii. The agenda may include an item "Any other business", and under this item may be taken items which in the discretion of the Chairman of the meeting seems desirable to take. In addition, items for inclusion on the agenda may be conveyed to the Board Secretary by any member in writing, provided that the inclusion of the items is supported by at least one other member and these shall be submitted to the Chairman through the Board Secretary for the Chairman's direction whether the item concerned shall be included in the agenda. Such items shall be delivered to the Board Secretary within seven (7) days of the date fixed for the Ordinary Meeting concerned,

iii. Except for purely routine matters well known to all members of the Board, each item on the agenda shall be supported by a memorandum or statement setting out the problem succinctly, statistics or data as far as possible being relegated to appendices and proposing a solution.

##### b. Special Meetings

i. Verbal introduction of matters for which the Special Meeting has been called will be normal at Special Meetings.

- ii. Any matter which in the opinion of the Chief Executive Officer or the Board requires immediate consideration by members of the Board and which cannot be deferred to the next Meeting of the Board may be referred to the members by a written Opinion Paper which shall be circulated among the members of the Board present in Ghana at the time and the decision of the majority of members as recorded on this paper and returned to the Board Secretary shall form the decision of the Board and shall be recorded in the Minutes book and produced for confirmation by members at the next Ordinary Meeting.

## 9.5. Conduct of Meetings

- 9.5.1. Chairman - If and so long as the Chairman is unable to be present at a meeting of the Board, such meeting shall be presided over by a member of the Board other than the Chief Executive Officer elected by the members present from among their number.
- 9.5.2. A quorum of members of the Board shall be four members of the Board including the Chief Executive Officer or a person acting in that capacity in accordance with section 9(3) of Act 450.
- 9.5.3. Voting - Each member shall have one vote except that the Chairman of the Board or the person presiding shall have an original and a casting vote pursuant to section 9(6) of Act 450. Voting shall be by show of hands. At the request of a member and with the approval of the Chairman of the meeting, individual votes may be recorded in the Minutes. No person present at a meeting other than members may vote.

## 9.6. Conduct of Board Business

- a. No business shall be transacted at any meeting other than that specified in the agenda for the meeting. Proposals for amendments regarding any matter before the meeting for decision shall be disposed of before a substantive decision in original or amended form is put to the vote.
- b. if two or more members wish to speak, the Chairman of the meeting shall decide which of them shall speak first.
- c. All addresses shall be to the Chairman.
- d. When the Chairman of the meeting is speaking, no other member may speak, and any member then speaking shall immediately cease to speak.
- e. Decisions of the Board shall be by a simple majority of those present and voting consistent with section 9(5). The result of the vote shall be announced by the chairman of the meeting.

## 9.7. Declaration of Interest

Pursuant to section 9(7) and 9(8) of Act 450, any member having a financial, business or other interest in any matter before any meeting of the Board and/or of its Committees, whether in respect of himself or herself, his/her spouse, or any member of his/her family, or any business partner or associate, or in any other manner, shall before the matter is discussed at once disclose the nature of such interest to the meeting, and shall take no part in the discussion or voting upon the matter.

## **10. MINUTES OF MEETINGS**

- 10.1. Preparation of Minutes - The Board Secretary shall prepare draft Minutes of each meeting of the Board. Copies of the draft Minutes shall be submitted to the members. Where a member is of the opinion that a Minute is incorrect, he shall notify the Board Secretary of any objection or amendment prior to or during the meeting where the draft minutes may be reviewed.
- 10.2. Action on Minutes - Notwithstanding anything to the contrary, Minutes may under the directions of the Chief Executive Officer be acted upon and the Board Secretary shall cause appropriate extracts or directions arising therefrom to be conveyed to officers of Minerals Commission and other persons responsible for their implementation.
- 10.3. Confirmation of Minutes - An item on the agenda of any meeting of the Board or Committee (and where time permits, or Special Meetings) shall be the confirmation of the Minutes of the last preceding meeting. The full Minutes of each meeting shall be firmly affixed in a suitable, durable Minutes book and be signed by the Chairman of the meeting and by the Board Secretary on confirmation of the Minutes at a meeting of the Board or the Committee as the case may be.
- 10.4. Security and Safe Custody of Minutes - The Minutes of the Board shall be confidential documents, and all recipients shall be responsible for their safe custody and security. The Board Secretary shall be responsible for the safe custody of the Minutes Book.

## **11. AUTHENTICATION OF DOCUMENTS**

- 11.1. Seal of Minerals Commission - The common seal of Minerals Commission shall be kept in the custody of the Board Secretary.
- 11.2. Application of Seal - The seal of Minerals Commission shall be affixed to any document only in consequence of a decision or approval of the Board. The Chairman or Chief Executive Officer, in addition to the Board Secretary, shall authenticate the seal by appending their signature.
- 11.3. Seals Register- A register of seals shall be kept by the Board Secretary who shall enter in the register the date and reference of the document sealed.
- 11.4. Custody - An original and a photocopy or email or WhatsApp record copy of each document to which the seal of Minerals Commission has been affixed shall be kept by the Board Secretary in safe places, secure against climate, insects and other destructive conditions, in such a manner that each may be found by search without delay by reference to the serial number in the Seals Register.

## **12. FINANCIAL CONTROL**

- 12.1. Expenditure -The Chief Executive Officer shall control expenditure within approved budgets and programmes of work and in line with its procurements programme as filed with the Public Procurement Authority. It shall be the duty of the Chief Executive Officer to always provide to the Board full information of the progress of the operations of Minerals Commission and in particular, bring attention to any change of circumstance which may result in capital or recurrent cost estimates being exceeded or which may result in savings in line with the Public Financial Management Act, 2016(Act 921) as amended.
- 12.2. Internal Audit - To assist the Chief Executive Officer in his task of financial control, there shall be established an internal audit function. The officers responsible for the internal audit function shall have access to all records of Minerals Commission in line with the PFM Act.

- 12.3. Contracts - Contracts not under seal shall not be signed or entered on behalf of Minerals Commission except by the Chief Executive Officer or by the person performing the duties of the Chief Executive Officer in his absence or by a person authorised by the Chief Executive Officer to sign contracts of the relevant description or amount,
- 12.4. Cheques - No cheques, bills of exchange, promissory notes or similar instruments shall be issued on behalf of Minerals Commission unless signed by the Chief Executive Officer or by a person authorised by the Chief Executive Officer to sign such instruments and countersigned by the authorised signatories of Minerals Commission as approved by the Board.

### **13. REPORT AND INFORMATION**

- 13.1. The Chief Executive Officer shall be responsible for the preparation of the draft of the Annual Report and for its submission to the Board at the first Ordinary Meeting of the year following that to which the Annual Report refers.
- 13.2. The Chief Executive Officer shall also submit quarterly reports to the Board at Board Meetings.

### **14. BOARD INDEPENDENCE**

- 14.1. To enhance independence, the Board shall provide an environment that ensures the Members are critical and independent of one another to promote independent and objective judgement.

### **15. REMUNERATION OF GOVERNING BOARD**

- 15.1. Subject to section 6 of Act 450, the Board and Committees of the Board shall be paid such allowances as the Minister responsible for Mines in consultation with the Minister for Finance may determine.

## **16. FURTHER CONFLICT OF INTEREST PROVISIONS**

- 16.1. In addition to clause 9.6.5 of this Charter, the Board shall adhere to the conflict-of-interest provisions set out below.
- 16.2. Conflict of interest may arise where a member of the Board:
- 16.2.1. Uses to his or her own advantage any money or property of Minerals Commission;
  - 16.2.2. Uses to his or her personal advantage, confidential information or special knowledge obtained by him or her in his or her capacity as a Board member;
  - 16.2.3. Has direct or indirect interest in any transactions which competes with that of Minerals Commission;
  - 16.2.4. Has direct or indirect interest in any contract or other transactions entered into by Minerals Commission.
- 16.3. The following measures shall be taken to avoid conflict of interest by Board members.
- a. All Board members are required to:
    - i. Declare any interests that may give rise to potential or perceived conflict such as multiple directorships, business relationships or other circumstances that could interfere with exercise of objective judgment;
    - ii. Where conflict of interest issues are attributed to a committee, the Board member in conflict shall refrain from influencing members of the committee either through covert or overt means;
    - iii. Conflict of interest issues shall be resolved by Board members who are not in conflict.

- b. The Board shall evaluate all potential or perceived conflict of interest as declared and shall approve such transactions with Minerals Commission as may be appropriate.
- c. A register of declared conflicts of interest shall be maintained by the Board Secretary.

## **17. CONFIDENTIALITY**

- 17.1. Pursuant to 3.1.3 Confidential Information means all data and information relating to the business, management and affairs of Minerals Commission, its partners, who are, or come to be, in the possession of a Board member by virtue of his or her office as a Board member and which is not in the public domain.
- 17.2. As a general rule, each member of the Board shall keep all Confidential Information confidential and no Board member shall use Confidential Information for personal gain or use. This obligation survives the termination or resignation of a Board member.
- 17.3. Unless required to do so by law, no member of the Board shall, during membership on the Board or afterwards, disclose any information of a confidential nature regarding the business of Minerals Commission, that came to the person's knowledge in the capacity as a Board member and which the person knows or should know to be of a confidential nature.
- 17.4. A Board member may disclose such information to fellow members as well as to staff members of Minerals Commission who, in view of their activities for Minerals Commission should be informed of the information.
- 17.5. A Board member shall not use such Confidential Information for personal benefit.

## **18. ACCESS TO INFORMATION AND INDEPENDENT ADVICE**

- 18.1. The Board may from time to time require independent legal, financial, operational, governance or other expert advice. To facilitate this, the Board shall ensure members obtain external advice, as may be required, at Minerals Commission's expense and shall invite senior management to provide technical advice as needed.
- 18.2. The Board shall establish procedures to allow its members access to relevant, accurate and complete information and professional advice to discharge its duties effectively.

## **19. BOARD EVALUATION**

- 19.1. For improved Board effectiveness, the Board may carry out an assessment of its performance, the Chief Executive Officer and the Board Secretary.
- 19.2. The Board shall discuss the results of the evaluation exercise which shall also inform the Board on the training needs for its members.

## **20. SOCIAL ACCOUNTABILITY/RELATIONSHIP WITH STAKEHOLDERS**

- 20.1. The Board shall have a stakeholder-inclusive approach and will be responsible for giving due consideration to the legitimate interests and expectations of Minerals Commission stakeholders in its deliberations, decisions, and actions.
- 20.2. The Board shall establish effective communication with Minerals Commission's stakeholders as may be appropriate.
- 20.3. The Board shall ensure that Minerals Commission engages in corporate social responsibility.

## **21. REVIEW**

- 21.1. The Charter may be reviewed once every three (3) years.



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