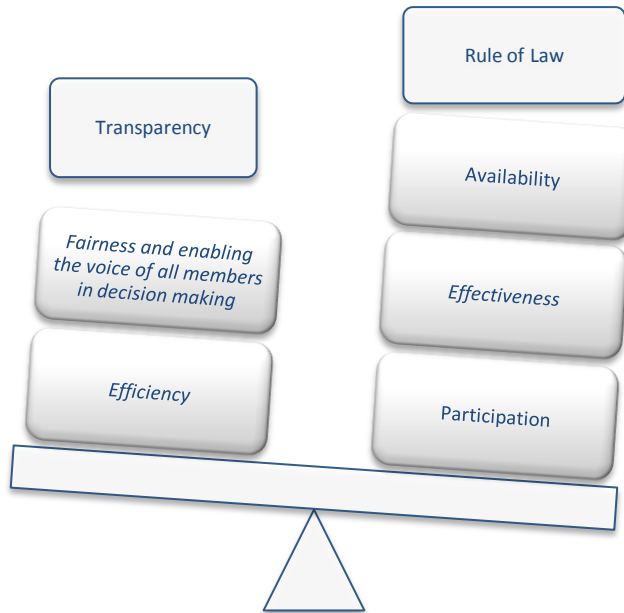


RESOLUTION R1-2019

Creating an enabling and supporting governance and working structures



1.0 Board and its committees

The governance and working structures comprises of the board committees dealing with Policy and Regulatory issues. The annual conference will confirm and update the leaders the committees and working groups. The governance structure of the association is shown below in figure 1.0



Figure 1.0 Governance Structure

In accordance with the Constitution, the Permanent Body is constituted by an Executive Board chaired by the Chairperson of the Annual Conference and consists of 6 Members, including the Chair. The Executive Secretary is an Ex Officio member of the Executive Board and is the Secretary of the Executive Board.

The Executive Board is the organ mandated to oversee the operations of the Association between the Annual Conferences and is accountable to the Annual Conference. It is essentially responsible for monitoring the execution of the RESOLUTIONS of the Meeting of the Chief Executive Officers. It has the power to take decisions and give policy direction when executing the RESOLUTIONS of the Meeting of Chief Executive Officers.

The responsibilities of the Executive Board include reviewing and approving proposals

to be considered by the annual conference comprising and not limited to:

1. membership issues
2. rules and regulations
3. new initiatives
4. the budget
5. the accounts

It has the power to establish non-permanent committees and working groups and to nominate special rapporteurs. It meets every quarter and when necessary.

According to the Constitution and Annual Conference hosting roster, the Executive Board for 2018/2019 comprised of the following Members:

Chairman	Mabua Lesego Mabua	BoFiNet (Botswana)
Member	Petros Dlamini	EPTC (Swaziland)
Member	Mahomed Rafique Jusob Mahomed	TMCEL (Mozambique)
Member	Eduardo Sebastião	Angola Telecom
Member	Sherry Singh	Mauritius Telecom
Member	Jacob Munodawafa	Secretariat

For the new year, 2019/2020, the Board will comprise of the following Members:

Chairman	Sherry Singh	Mauritius Telecom
Member	Mabua Lesego Mabua	BoFiNet (Botswana)
Member	Mahomed Rafique Jusob Mahomed	TMCEL (Mozambique)
Member	Adilson Santos	Angola Telecom
Member	Waziri Kindamba	TTCL (Tanzania)
Member	Jacob Munodawafa	Secretariat

The following are the approved board committees.

Board Committee	Technology (CTOs)	
Chairman	Gift Zowa	BBI (South Africa)
Member	Laban Hiwilepo	Telecom Namibia
Member	Tulio Jacinto	Angola Telecom
Member	Ephraim Kedisang	BoFiNet (Botswana)
Member	Francis Dlamini	EPTC (Swaziland)

Member	Binda Celestino Augusto Jocker	TMCEL (Mozambique)
Member	Lawrence Nkala	TelOne (Zimbabwe)
Member	Alex Ntanguligwa	TTCL (Tanzania)
Member	Peter Mafagana	BBI (South Africa)
Member	Leckraj Raja Rai Basgeet	Mauritius Telecom
Member	Aldrin Sivako	BTCL (Botswana)
Member	Jacob Munodawafa	Secretariat
Member	Nhlanhla Dlamini	Secretariat

The terms of reference for the committee include and not limited to:

1. reviewing and recommend technology roadmaps and strategies for adoption by members
2. recommending technology investments and expenditures
3. monitor and evaluate existing and future trends in technology that may affect the members' strategic plans
4. receiving reports from members concerning the technology operations including, but not limited to;
 - a) software performance (e.g. billing)
 - b) technical operations performance
 - c) technology architecture and investments
5. performing any function and/or task as mandated by the Executive Board

Board Committee	Audit and Finance	
Chairman	Mamudo Ibraimo	TMCEL (Mozambique)
Member	Christopher Maunganidze	TelOne (Zimbabwe)
Member	Taariq Peerbocus	Mauritius Telecom
Member	Francis Dlamini	EPTC (Swaziland)
Member	Phindile Dyani	Telkom South Africa
Member	Gloria Pete	BBI (South Africa)
Member	Ephraim Kedisang	BoFiNet
Member	Jacob Munodawafa	Secretariat
Member	Nhlanhla Dlamini	Secretariat
Member	Custodio Cossa	Secretariat

The terms of reference for the committee include and not limited to:

1. making recommendations to the board the best practices on accounting policies
2. enforcing financial controls, and reporting
3. recommending an auditor that is deemed independent, according to the international best practices
4. negotiating the audit fees
5. determining that nature and extent of non-audit services
6. pre-approving any proposed agreement with the auditors for the provision of non-audit services
7. preparing a report for inclusion into the annual financial statements describing how the committee carried out its functions along the following parameters;
 - a) independence of the auditor
 - b) financial statements and accounting practices
 - c) internal financial control measures of the Association
8. reviewing the costs structures and making recommendations to the board
9. performing any function and/or task as mandated by the board

Board Committee	Governance and Stakeholder Engagement	
Chairman	Petros Dlamini	EPTC (Swaziland)
Member	Adilson Santos	Angola Telecom
Member	Andrew Matseke	BBI (South Africa)
Member	Chipo Mtasa	TelOne (Zimbabwe)
Member	Jacob Munodawafa	Secretariat

The terms of reference for the committee include and not limited to:

1. reviewing and recommend, on a regular basis, the composition of the full board, and where it appears that the board is lacking in skills or experience in certain areas
2. reviewing and recommending policies and strategies pertaining to programmes on corporate social responsibility
3. determining articulated ethical standards (code of ethics), and ensure that the Association takes measures to adhere to these in all aspects of the business
4. deepening stakeholder relationships by meeting stakeholders
5. review social and economic activities in terms of goals and purposes, as set out in the

United Nations (UN) Global Company Principles

6. promoting equality, prevention of unfair discrimination, supporting measures to address corruption
7. monitoring the impact of the activities and services to the environment, health and public safety
8. ensuring that management allocate adequate resources to comply with social and ethics policies, codes of best practice and regulatory requirements

Board Committee	Strategy and Industry Programmes	
Chairman	Aldrin Sivako	BTC (Botswana)
Member	Laban Hiwilepo	Telecom Namibia
Member	Opelo Gaboitsewe	BoFiNet (Botswana)
Member	Jeremiah Tavonga Munembe	TelOne (Zimbabwe)
Member	Leckraj Raja Rai Basgeet	Mauritius Telecom
Member	Tarkaswar Cowaloosur	Mauritius Telecom
Member	Jacob Munodawafa	Secretariat
Member	Nhlanhla Dlamini	Secretariat
Member	Custodio Cossa	Secretariat

The terms of reference for the committee include and not limited to:

1. recommending to the Board, for approval, major strategic and policy initiatives that will impact the direction and activities of the association
2. recommending industry programs for approval by the board
3. performing any function and/or task as mandated by the board

Board Committee	Policy and Regulatory Committee (established in Windhoek, September 2018) <i>Still to nominate interested persons</i>	
Chairperson	Velamah Cathapermal Nair	Mauritius Telecom
Member	*	*
Member	Jacob Munodawafa	Secretariat
Member	Nhlanhla Dlamini	Secretariat
Member	Custodio Cossa	Secretariat

The terms of reference for the committee include and not limited to:

1. identifying opportunities on incentives, taxation, policy and regulatory issues which

- have the potential to foster potential future growth of the sector
- 2. lobbying for creating foundations to make the regional ICT space the most hospitable location for ICT investment
- 3. identifying the key policy and regulatory issues that are impacting and will continue to impact on the business of members
- 4. engaging with key stakeholders across the industry
- 5. advancing the views of members in influencing policy in improving markets and supply chains and assisting our members grow their business base
- 6. being the policy and regulatory voice of the industry focusing on matters with a key regional dimension, advocating on pivotal issues affecting ICT trade and champion business networking, providing relevant initiatives, events and opportunities, to learn, engage with peers and develop future business.

2.0 Annual Conference

All members are represented in the Annual Conference, which is the association’s highest decision-making body. Its decisions and resolutions, reached by consensus, set the course for the association’s policies, rules, administration and work programmes. The annual conference comprise of the following committees

2.1 Committees

Committee	Policy and Strategy	
Chairperson	Caroline Sandura	TelOne (Zimbabwe)
Vice Chairperson	Arnaldo Marrime Mateus	TMCEL (Mozambique)
Members	All Participants	Members and Partners

The terms of reference for the committee include and not limited to making draft recommendations and resolutions issues relating but not limited to policy and strategy, including:

- 1. human resources development
- 2. strategic partnerships and alliances
- 3. operational performance
- 4. business development

5. impact of regional and global regulation
6. ICT policies

Committee	Technology and Infrastructure	
Chairperson	Moisés Nhabanga	TMCEL (Mozambique)
Vice Chairperson	Laban Hiwilepo	Telecom Namibia
Members	All Participants	Members and Partners

The terms of reference for the committee include and not limited to making draft recommendations and resolutions on matters relating but not limited to technical network development and operations, including:

1. New technology and services
2. Connectivity and inter-operability
3. Operating Standards
4. Frequency Spectrum Management
5. ICTs

During the annual conference, the committees meet jointly or separate to discuss and consider the draft recommendations and resolutions prepared by the Secretariat and craft the final RECOMMENDATIONS and RESOLUTIONS for the approval and adoption by the CEOs Meeting.

3.0 Working Groups

The permanent and adhoc working groups are assigned specific tasks by the annual conference, the board and committees and these working groups comprise of experts who are knowledgeable and have hands on experience on the subject matter. The activities are thus predominantly issue-based rather than structure-based. A working group may be dissolved once its assigned tasks have been accomplished.

The following are the current working groups.

Working Group	Peer Review and Industry Benchmarking	
Chairperson	Siyabonga Mahlangu	Telkom South Africa
Vice Chairperson	Peter Mafagana	BBI (South Africa)
Members	Industry Experts	Members and Partners

The terms of reference for the working group include:

1. promoting and facilitating peer review and benchmarking activities between members
2. develop a guideline for the peer review and benchmarking mechanism to be used for the evaluation to ensure best practices are followed and the industry standards of are met.
3. establishing links with other operators in other regions of the world, industry and administrative bodies, to widen benchmarking data capture
4. enabling members to pursue their own benchmarking studies more effectively

Working Group	Social Responsibility Cluster <i>(need interested experts to join)</i>	
Chairperson	Laban Hiwilepo	Telecom Namibia
Vice Chairperson	Gloria Pete	BBI (South Africa)
Members	*	*
Member	Jacob Munodawafa	Secretariat
Member	Nhlanhla Dlamini	Secretariat

The terms of reference of the working group include:

1. contributing to regional emergency telecommunications by soliciting for
 - a) technical expertise for infrastructure restoration
 - b) equipment
 - c) financial resources
 - d) joining the global Emergency Telecommunications Cluster (ETC), a global network of organizations that work together to provide shared communications services in humanitarian emergencies
(<https://www.etcluster.org>)
2. creating a knowledge base and raise awareness so that members may identify and understand existing and potential risks in relation to child protection by adopting new measures and improve existing ones, in a bid to continue to tackle the underlying threats.
3. promoting safer cyberspace and ICT services for the younger generation, and

- create trust in the new technologies
- 4. working with key stakeholders in providing online content to protect younger generations
- 5. publishing campaign material giving an overview of the in-built security features in broadband, mobile and IP-TV (examples of services conceived especially for children’s education and awareness)
- 6. contributing to policy implementation in networks, thereby contributing to shaping the future for the safer internet
- 7. facilitating collaboration and partnership with Governments, NGOs and industry partners in developing people-centered ICTs

Working Group	Service and Network Operations Southern Africa (SNOSA)	
Chairperson	Petros Dlamini	EPTC (Swaziland)
Vice Chairperson	Peter Mafagana	BBI (South Africa)
Vice Chairperson	Ernest Mbanga	Telecom Namibia
Lead Network Management	Macaringue Malaquias	TMCEL (Mozambique)
Lead Service Management	Tefo Mechidi	BoFiNet (Botswana)
Lead Evolution	Tshenolo Nkwe	BoFiNet (Botswana)
Members	Industry Experts	Members and Partners

The terms of reference include and not limited to:

- 1. addressing industry challenges affecting service and network operations
- 2. sharing of information, expertise, latest thinking having a direct impact on changing or implementing new recommendations that apply to network and service management.
- 3. being a leading forum in the ICT industry that focuses only on service and network operations and striving to drive standards bodies and industry organizations by being the "voice of service and network operations" focusing on
 - a) network management
 - b) service management and

c) new and hot topic

4. stimulating and initiating recommendation work within ITU-T Q5/2 which allows for the identification and capture of recommendations that are considered vital for network and service management within the carrier and service provider industry.

Working Group	Capacity and Traffic Southern Africa (CTSA)	
Chairperson	Sevelus Nakashole	Telecom Namibia
Vice Chairperson	Tlotlo Ganamotse	BTC (Botswana)
Vice Chairperson	Carol Chishimba	Zamtel (Zambia)
Members	Industry Experts	Members and Partners

The terms of reference include and not limited to:

1. provide a unique regional forum for developing practical solutions to continuously improve carrier's billing, settlements and related business processes
2. foster inter-carrier business relationship
3. explore solutions to business demands and enable carriers to gain first hand insights on market movements and upcoming trends.
4. address fraud and revenue assurance issues through special gathering chaired by an industry expert - Roodradeo Mohun from Mauritius Telecom
5. help carriers simplify and improve business processes; enhance bilateral relations; normalize industry benchmarks; and standardize business practices through the establishment of policies and guidelines.
6. provide a venue where carriers trade experiences and knowledge critical to telecom operations and address members' needs

Working Group	Centers of Excellence Southern Africa (CoESA)	
Chairperson (<i>interim</i>)	Jacob Munodawafa	Secretariat
Vice Chairperson	Nhlanhla Dlamini	Secretariat
Members	Industry Experts	Members and Partners

The terms of reference include and not limited to carrying out:

1. research
2. studies

3. consultancy
4. capacity building, training and skills development
5. partner with other industry network centers of excellence programmes

Working Group	Infrastructure, Networks and Services Southern Africa (INSSA)	
Chairperson (<i>interim</i>)	Jacob Munodawafa	Secretariat
Vice Chairperson	Nhlanhla Dlamini	Secretariat
Members	Industry Experts	Members and Partners

The terms of reference include and not limited to providing a forum for:

1. sharing knowledge, ideas , information and experiences on technology adoption, network planning, implementation, networks and services audit and optimization
2. contribute to standardisation
3. benchmarking

Working Group	Industry Partnership Forum Southern Africa (IPFSA)	
Chairperson (<i>interim</i>)	Jacob Munodawafa	Secretariat
Vice Chairperson	Nhlanhla Dlamini	Secretariat
Members	Industry Experts	Members and Partners

The terms of reference include and not limited to providing a forum for:

1. sharing knowledge, experiences and latest thinking and showcasing best practices on
 - a. industry developments
 - b. implementation of sustainable ICTs for supporting the achievement of the global goals (17 SDGs)
 - c. broadband
 - d. new technologies & roadmaps
 - e. standardization
 - f. policy and regulations
 - g. addressing empowerment issues (women & youth) using ICT
 - h. innovation
 - i. technology and service evolution

- j. fourth industrial revolution (4IR) and
 - k. the future of the industry
- 2. fostering collaboration and partnerships for broadband rollout