

Zimbabwe Energy Regulatory Authority

CODE OF ETHICS

© 2021

Accountability

Innovation

Integrity

Responsiveness

Teamwork

Transparency

CODE OF ETHICS

Reviewed 2021, *in partnership with* Ethics Institute Zimbabwe

Acknowledgements

We would like to thank Board members, Managers, members of staff and key stakeholders who participated in the Ethics survey, sharing their experiences, perceptions and aspirations. Their responses provided invaluable input into the review and consolidation of this Code of ethics

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Zimbabwe Energy Regulatory Authority [ZERA]

14th Floor, Century Towers, 45 S. Machel Avenue, P. O. Box CY308, Causeway, Harare, Zimbabwe. Telephone: 780010, 253481. Fax: 250898, Email: admin@zera.co.zw

Website: www.zera.co.zw

DISCLAIMER:

This Code of Ethics is not a contract, neither does it cover every situation members and stakeholders might encounter. The Code is a roadmap that highlights key ethical issues, ethical responsibilities and resources to help members and stakeholders address ethical concerns and make ethical decisions in a manner that helps ZERA build an ethical culture, enhance its operations and achieve its set goals.

Ethics Advisors: Ethics Institute Zimbabwe





A Message from Our Chairman, Dr. David D. Madzikanda

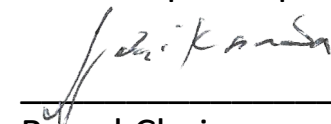
Dear Colleagues

Our values and ethical standards are fundamental as they express who we are and how we conduct business as the Energy industry regulator. They not only define us, but are the key to our future, building bridges of trust between us and our stakeholders. Our values and ethical standards inspire ethical leadership, responsible business conduct and performance with excellence. I therefore encourage each one of us to read and understand fully our consolidated Code of Ethics.

This Code, which brings us together as Board and staff, not only sets clear our ethical standards in critical areas, but also explains our ethical responsibilities and how we should conduct ourselves in our day-to-day activities, in compliance with the Public Entities Corporate Governance Act (*Chapter 10:31*) and all applicable laws, policies and regulations.

We must all remember that as the Energy industry regulator, we have an obligation to set the standard for integrity in everything we do. We demand this of ourselves and our stakeholders, just as our stakeholders demand this of us. Indeed, the integrity of ZERA relies on each one of us taking responsibility for living our values and ethical standards.

Thank you for making an effort to understand and uphold the high ethical standards that make ZERA a special place to work.



Board Chairman

A Message from Our CEO Mr. Edington T. Mazambani

Hello Team

I am pleased to introduce to you our consolidated Code of Ethics, which clearly articulates our values, ethical standards and ethical responsibilities. At ZERA, we live our Code and do what is right.

We must all understand that our Code makes it very clear that we have a zero tolerance for corruption and bribery. We will therefore conduct our business with the highest levels of honesty and integrity, and we will comply with the laws that govern our operations making sure violators are punished without fear or favour.

We will rigorously enforce compliance with the Code, and we encourage our members to step forward and speak out whenever they suspect actions or behaviour inconsistent with our Code, policies and applicable laws. We will communicate our ethical standards to our key stakeholders and will hold them accountable for their conduct.

We will promote a work environment that is positive, diverse, open and inclusive. A work environment where employees and stakeholders can ask questions, express their personal concerns, make inquiries, and report violations without fear or favour. If any of you has ethical concerns, please note that our Code provides full details on who to contact at any given time to raise your concerns.

Thank you for choosing to live our values and ethical standards as enshrined in this Code of Ethics.



Chief Executive Officer

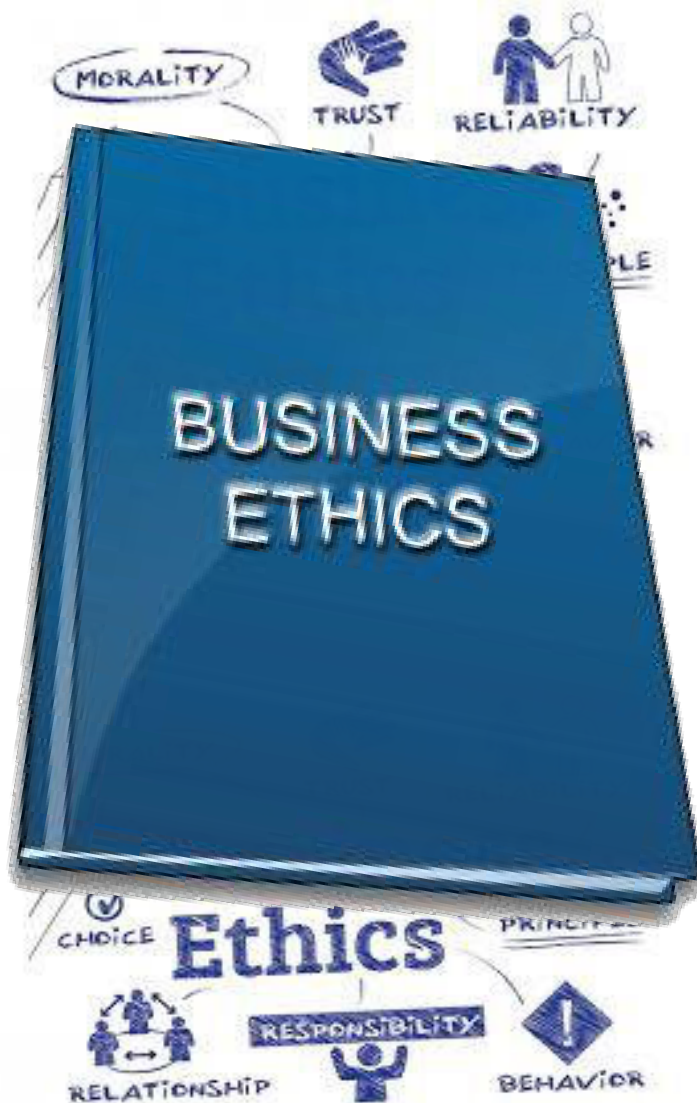
Code of ethics



Ethical Leadership

Responsible Business Conduct

Performance with Excellence



Definition of Terms

Code; means the Code of Ethics.

Authority; means Zimbabwe Energy Regulatory Authority (ZERA).

The Board; means Board of Directors of the Zimbabwe Energy Regulatory Authority

Board member; means a member of the Board of Directors of the Zimbabwe Energy Regulatory Authority

Ethical Leadership; means leadership grounded on transparency, accountability, loyalty, integrity, trust, truthfulness, fairness and responsibility

PECG Act; means Public Entities Corporate Governance Act (Chapter 10:31)

Employee; means any person employed by, or working for ZERA in terms of a contract of employment.

Manager; means any employee with a span of control/subordinates under his/her command.

We/Our; means ZERA staff members as a collective, including board members.

You; means individual member of staff, or an individual board member.

Contract workers; means workers employed to perform specific tasks for a specific time period(refer to HR Policy Manual Policy Number 202, Recruitment and Selection of Contract Staff).

Conflict of interest; means engaging in activities whereby ZERA is the user or recipient of goods or services supplied by a member of ZERA or his /her representative, for the member's personal gain (refer to HR Policy Manual, Policy Number 104, and PECG Act (Chap:10:31) S(34) as read with the Energy Regulatory Authority Act (Chap13:23), s13(2)(a) & (b)).

Harassment; means engaging in improper behaviour that includes physical, verbal and non-verbal conduct which is offensive, degrading or intimidating. Sexual harassment involves unwelcome and offensive sexual advances which may be in the form of gestures, pictures, comments, and/or physical harm.

Retaliation/Victimization; means unfair or inappropriate treatment against an employee for reporting misconduct, filing a complaint, assisting another person in making a complaint, participating in a company internal investigation, or ill treatment for involvement in any act of obedience to ZERA policies and standards..

Gift: means any tangible or intangible item having monetary value extended by an individual or an entity to ZERA employee/s or Board members/s.

Kickback: any fee, gift, service or compensation of any kind, provided directly or indirectly, to a ZERA employee or Board member, for the purpose of improperly obtaining favorable treatment in connection with a ZERA contract or service.

Code of ethics



Ethical Leadership

Responsible Business Conduct

Performance with Excellence

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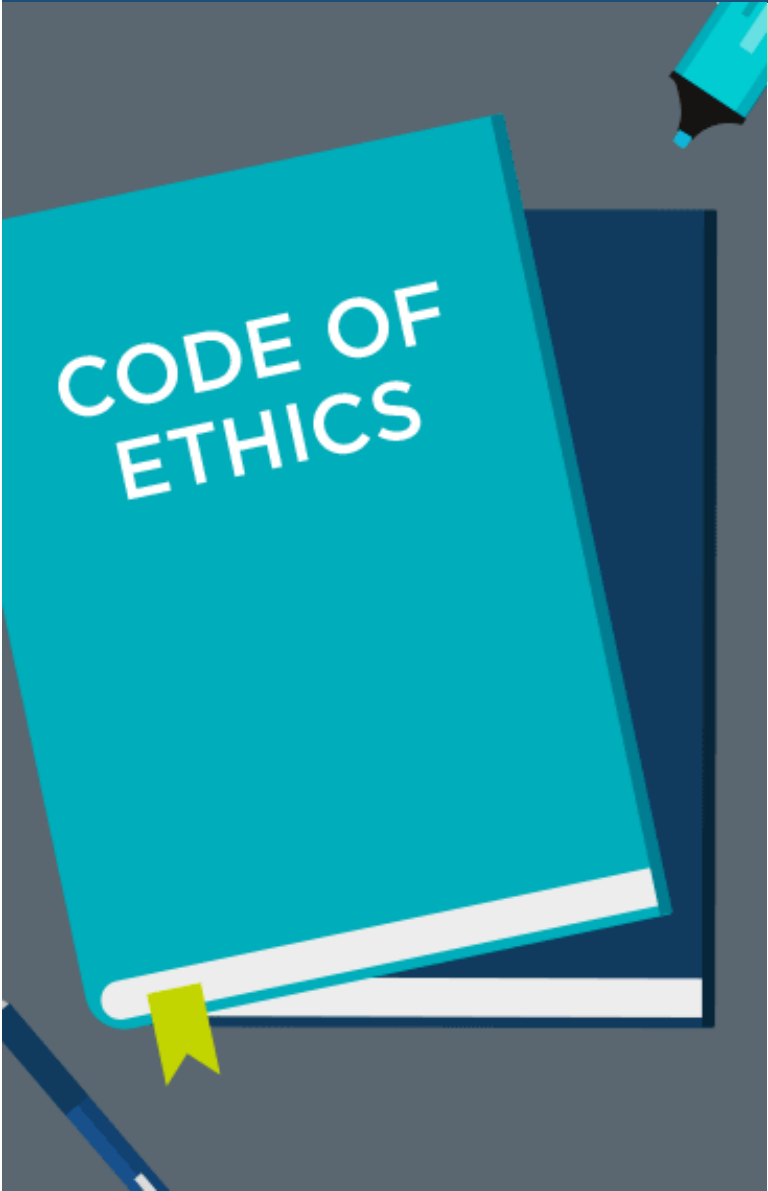
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1. Preamble

Zimbabwe Energy Regulatory Authority (ZERA) recognizes that gaining and maintaining the trust and confidence of its members and stakeholders, as well as that of the generality of the people of Zimbabwe is crucial to its success as the Energy industry regulator.

We intend to merit this trust by conducting ourselves according to the standards set out in this Code of Ethics, and by complying with the Public Entities Corporate Governance Act (Chapter 10:31) and other applicable laws, standards and ordinances.

2. Our Vision, Mission, and Values

VISION

To be the regulator that promotes universal access to sustainable energy by 2030.

MISSION

To regulate the Zimbabwean energy market cost effectively, through incentive regulation and in a fair and transparent manner to achieve sustainable energy.

VALUES

Our values are sacrosanct! They define who we are and the way we do things. They are the glue that binds us together. Our values inspire us to have a deeper understanding of our purpose. They instill in us ethical leadership, responsible business conduct, and performance with excellence.

Accountability

Responsiveness

Innovation

Teamwork

Integrity

Transparency

3. Purpose of Our Code

- ✓ Our Code illuminates our vision, mission, and values
- ✓ Our Code speaks to our mandate
- ✓ Our Code is a living part of our everyday work
- ✓ Our Code anchors ethical leadership
- ✓ Our Code inspires responsible business conduct
- ✓ Our Code fosters performance with excellence.

Through the Code, we seek to mitigate risks, enhance our reputation, comply with laws and regulations, and add value to communities and the nation at large...

This code;

- i. Sets out our ethical responsibilities.
- ii. Describes the ethical standards that govern how we do business.
- iii. Specifies how Board members, Managers, staff members and key stakeholders are expected to respond to ethical challenges when dealing with the business of the Authority.

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3. Purpose of Our Code

This Code of Ethics shall therefore give effect to the following responsible business conduct principles:

- i. Promotion and maintenance of high standards of both organizational and professional ethics.
- ii. Efficient and economic use of resources.
- iii. Provision of services impartially, fairly, equitably and without bias.
- iv. Responsiveness to the needs of the people of Zimbabwe, including the prompt and sensitive processing of public complaints.
- v. Co-operation with government institutions and other public entities.
- vi. Openness and transparency in the internal workings and procedures of the Authority.
- vii. Maximising the human resource of the Authority.
- viii. Ensuring efficiency, effectiveness, responsibility, accountability and honesty in the procedures, operations, and activities of the Authority.

Policy reference:

1. **Public Entities Corporate Governance Act** (Chapter 10:31), Section 27(a-h) and Section 244(a-f).
2. **ZERA 2021-2025 Strategic Plan**

4. Code Applicability

Our Code applies to;

- ✓ Board Members,
- ✓ Managers,
- ✓ Non-Managerial Staff,
- ✓ Contract Workers,
- ✓ Students on Attachment
- ✓ Key Stakeholders,
- ✓ Our Suppliers
- ✓ All our business locations,

We Hold Everyone
To The Same Ethical
Standards

And we hold everyone to the same ethical standards.

Policy reference:

Public Entities Corporate Governance Act (Chapter 10:31) Section 26, 27, 28, 29, 30, and 31





5. We Practice Our Values

- i. We require our Board Members, Managers, Works Council, and Workers Committee to regularly highlight the key role of our **CORE VALUES** in our every-day dealings with the business of the Authority.
- ii. We require those responsible for inducting new staff to explain clearly to them the value we attach to upholding our **CORE VALUES**, and how these should shape their behaviour in their everyday dealings with the business of the Authority.
- iii. We require our Managers to start divisional/departmental meetings with the acknowledgement of, and demand to live **OUR VALUES**.
- iv. We require our members to live **OUR VALUES** in their everyday dealings with the business of the Authority, including when they relate to our stakeholders and the public in general.

We Live Our Values

Policy Reference:

1. **Public Entities Corporate Governance Act** (Chapter 10:31) Section 27(a) and Section 244(a-f)
2. **Human Resources Policies & Procedures Manual**: Policy No. 103: Legal and Ethical Standards
3. **ZERA 2021-2025 Strategic Plan**

6. Our integrity

Integrity is our anchor value...

Integrity is the practice of being honest and showing a consistent and uncompromising adherence to the Authority's values and ethical standards. Integrity means truthfulness and accuracy of your actions when dealing with the business of the Authority. It is therefore important that;

- i. You must always exhibit strong ethical and moral principles in your dealings with the business of the Authority.
- ii. You must ensure that your decisions and actions are anchored on integrity and competence, meaning you must always be honest, truthful, of good character, and you must possess the requisite knowledge, skills and experience to perform your duties effectively and efficiently.
- iii. You must at all times act in the best interests of the Authority and its stakeholders, and you must understand that the hallmark of responsible business conduct is integrity, accountability, transparency, truthfulness, and honesty in your dealings with the business of the Authority.
- iv. You must behave ethically in both your personal and professional lives.

Policy Reference:

1. **Public Entities Corporate Governance Act** (Chapter 10:31), section 54, 57, 58, 80, 112, and 130,
2. **ZERA 2021-2025 Strategic Plan**

Integrity is Our Core Value

7. Board Member Ethical Responsibilities

7.1 Ethical Leadership

You must understand that you influence workplace behaviour through your words and conduct, or through your act of commission or omission, therefore;

- i. You must recognize that all Board decisions and actions must be based on your integrity and competence, meaning you must be honest and you must possess the requisite knowledge, skills and experience required to bring an independent judgement to bear on issues of strategy, performance, key appointments, and resource utilization.
- ii. You must satisfy yourself that, objectively speaking, you have all material facts before participating in making any decision for the Authority.
- iii. You must attend all Board meetings and, should in any event, attend not less than 75% of Board meetings and Board committee meetings per annum.
- iv. You must attend the Annual General Meeting (AGM) and, be materially ready to assist the Board Chairperson in answering questions.
- v. You must strive to establish sound working relationships with all Board Members by taking time to know and understand each other.

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Ethical
Leadership in
an Accelerating
World



7. Board Member Ethical Responsibilities

- vi. You must respectfully consider the opinions of other Board members during deliberations and should strive for integration of viewpoints or consensus building in decision-making, but without compromising your responsibility to question things and be candid.
- vii. You must always model ethical behaviour and be transparent, and your decisions must be based on the Authority's core values, ethical standards and its long term interests.
- viii. You must show care for ethics as much as you care about strategy and performance, and you must foster a positive work environment, free of victimization and retaliation.
- ix. You must be privy to your individual performance expectations, must be clear on your individual duties, roles, and responsibilities, and you must be alert to the doctrine of separation of powers.
- x. You must exhibit good stewardship and openness, including questioning things and speaking the truth without fear or favour.
- xi. You should understand that the hallmark of ethical leadership is truthfulness, trust, accountability, transparency, fairness, loyalty, and being forthright in your dealings with the business of the Authority.

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7. Board Member Ethical Responsibilities

7.2 Board Ethics Monitoring and Assurance

Board members must understand that in order to assure themselves that the Authority is living up to its stated values and ethical standards, the Board must monitor the efficacy of the Authority's ethical standards. Through the adoption of this *Code*, the Board thus;

- i. Affirms its expectation that the Authority's ethics function shall be monitored, measured, reported periodically, audited & disclosed as part of annual reporting.
- ii. Affirms its expectation that members shall consult the Company Secretary, CEO, Managers, Supervisors, Ethics Officer, Ethics Committee, and other appropriate personnel when they have an ethical concern.
- iii. Affirms its expectation that employees report to appropriate personnel violations of the Code of Ethics, policies & procedures, applicable laws and statutes.
- iv. Affirms that it will not condone retaliation or victimization of those reporting misconduct and malpractices.
- v. Affirms that it is accountable for the Authority's ethics function.

Policy Reference:

1. Public Entities Corporate Governance Act (Chap 10:31), s(27)(a-h), s(244)(a-f), s130(b)
2. ZERA 2021-2025 Strategic Plan

Responsible Governance

8. Manager Ethical Responsibilities

8.1 Ethical Leadership


As a manager, you must understand that you shape employee behavior: You influence workplace behaviour through your words and actions, and through things you choose to do or not do. So;

- i. You must always exemplify ethical behaviour.
- ii. You must show care for ethics as much as you care about performance targets.
- iii. You must use reward systems to hold subordinates accountable for ethical conduct.
- iv. You must reward ethical behaviour and sanction unethical behaviour.
- v. Your decisions must always be consistent with the Authority's values, ethical standards, policies & procedures, applicable laws and industry regulations.
- vi. You must at all times be ready to support members who raise ethical concerns, including encouraging them to report cases of misconduct and malpractices they observe.
- vii. You must promote a speak-out culture in the workplace and you must give employees assurance that when they report misconduct they will be protected from victimization and/or retaliation.

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8. Manager Ethical Responsibilities

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- viii. You must respond promptly and appropriately to employee concerns and requests for guidance on ethical issues.
 - ix. You must be transparent in your decision making, and your decisions must be based on the Authority's core values, ethical standards and its long term interests.
 - x. You must discuss the importance of ethics with employees and always seek guidance on ethical issues when you or your employees are unsure.
 - xi. You must exercise fairness.
 - xii. Under no circumstances must a subordinate feel pressured by your actions to compromise the Authority's ethical standards in order to achieve set performance targets.
 - xiii. You must foster a positive work environment, free of victimization and retaliation, an environment that is safe, promotes diversity, and encourages high standards of ethical behaviour.
 - xiv. You must understand that you are responsible for the effective management of the Authority's ethics function.

Responsible Management

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8. Manager Ethical Responsibilities

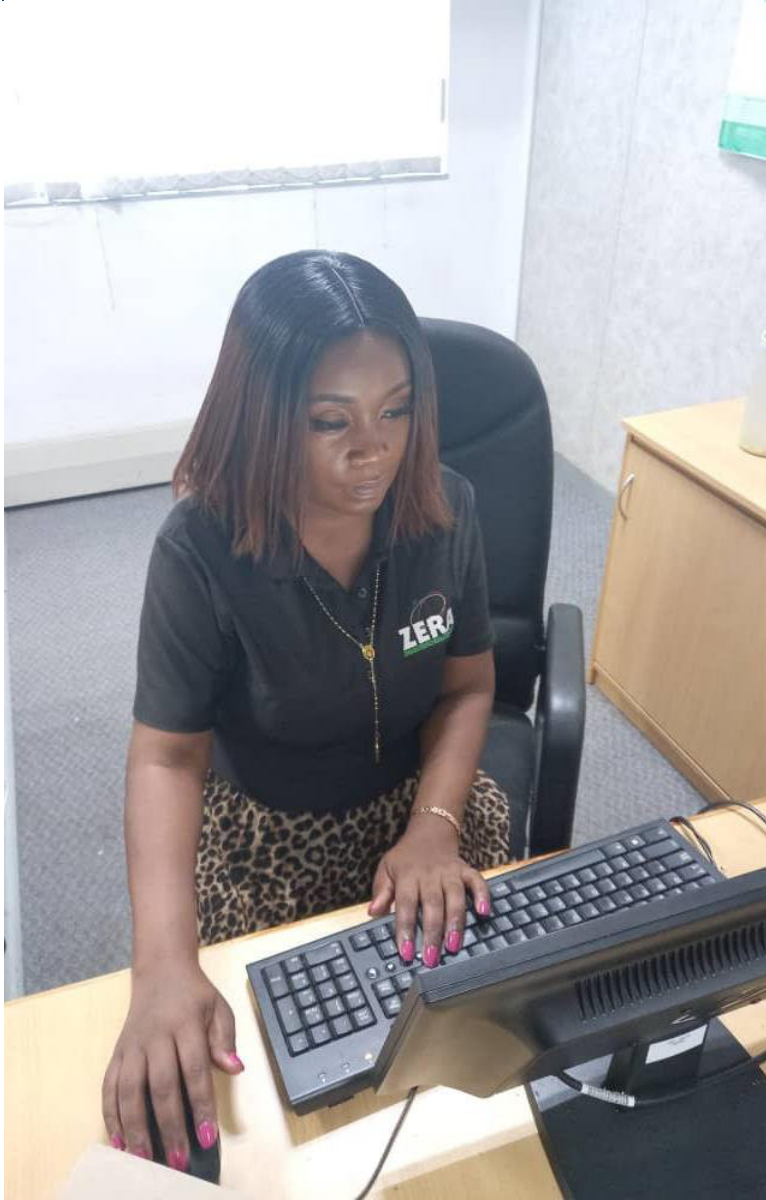
8.2 If a staff member approaches you with an ethical concern:

- i. Thank the member for coming forward.
- ii. Listen carefully.
- iii. Ask for clarification and additional information to ensure that you fully understand the concern.
- iv. Answer any question that you can, but seek help if you need it before responding.
- v. You don't necessarily need to provide an immediate response, but should always follow up as soon as possible.
- vi. If the concern requires investigation, refer the matter to the appropriate office.
- vii. Document the concern.

Employees Look Up to Managers for Guidance

Policy Reference:

1. **Public Entities Corporate Governance Act**, (Chapter 10:31) Section 27(a-h) & Section 244(a-f)
2. **Human Resources Policies & Procedures Manual**: Policy Number 103: Legal and Ethical Standards
3. **Employment Code of Conduct and Grievance Procedure**: Table A: Minor Offences; Clause 6. Table C: Serious Offences; Clause 15. Table D: Most Serious Offences; Clause 23
4. **ZERA 2021-2025 Strategic Plan**



9. Employee Ethical Responsibilities

- i. You must make sure you are familiar with all clauses in the Code of Ethics, including all company policies & procedures, industry regulations, and applicable laws.
- ii. You must not hesitate to seek advice where you need it, and you must make known your ethical concerns.
- iii. You must consult your supervisor, manager, Ethics Officer, Human Resources department, Legal department, or any person or office you are comfortable with if you are unsure of what to do in a particular situation, or if you need guidance on the Code of ethics, our policies & procedures, applicable laws or any matter of ethical concern.
- iv. You must report observed misconduct and malpractices without fear or favour.
- v. You must report all cases of victimization and/or retaliation or potential victimization and/or retaliation you observe or experience.

Ethical Employee

Policy Reference:

1. **Public Entities Corporate Governance Act** (Chapter 10:31), Section 27(a-f), Section 130(b).
2. **Human Resources Policies and Procedures Manual**: Policy Number 103: Legal and Ethical Standards
3. **Employment Code of Conduct and Grievance Procedure**: Table A: Minor Offences; Clause 6. Table C: Serious Offences; Clause 15. Table D: Most Serious Offences; Clause 23

10. We Do Not Engage in Conflict of Interest

Our policies and laws prohibit both an actual conflict of interest, a potential conflict of interest, and activities that create the appearance of a conflict of interest. Members are advised to read and understand the Public Entities Corporate Governance Act (Chap 10:31) section 34, as read with the Energy Regulatory Authority Act (Chap 13:23), Schedule (Section 6(3)), section 13(2)(a) & (b), and the HR Policy Manual, Policy No 104 (Conflict of Interest), for a broader and comprehensive guidance on the subject. While this Code does not attempt to describe all possible conflicts of interest that may arise, some of the more common conflicts, which all members must avoid are as set out below;

- i. You must not engage in any conduct or activities that are inconsistent with the Authority's best interests, or situations in which your personal interests might conflict, or appear to conflict with the interests of ZERA.
- ii. You should never engage in conduct or activities that disrupt or impair the Authority's relationship with any person or entity with which the Authority has entered into, or proposes to enter into a business or contractual relationship.
- iii. A ZERA employee should not own business or work for another business while employed by ZERA, using the same or similar professional skills or training used in the course of his/her employment with ZERA.
- iv. If you are a board member, you must disclose all circumstances of conflict of interest before commencement of each Board meeting.

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10. We Do Not Engage in Conflict of Interest

- iv. You should not use the Authority's property, information or opportunities for personal gain unless approved as part of a compensation or expense reimbursement outlay.
- v. You should not, whether for your benefit or for the benefit of other persons, operate any business which is of the same nature, or competes with the business of ZERA, unless approved by the Board.
- vi. You should not accept gifts, payments or services from those seeking to do business with ZERA.
- vii. You should not accept compensation in any form, for services performed for the Authority from any source other than the Authority.
- viii. You should not act as an independent consultant to a ZERA client or supplier, while employed by the Authority, and you should not take for yourself opportunities that arise through the use of ZERA property and information.
- ix. You should maintain the confidentiality of information entrusted to you by the Authority, and any other confidential information about the Authority that comes to you, from whatever source, during the course of your duty, except when disclosure is authorised or legally mandated.
- x. You must disclose all private interests that comes into conflict with your position.
- xi. You should neither solicit nor bid for business in entities that the Authority regulates.

10. We Do Not Engage in Conflict of Interest

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- xii. You must never use your contacts or position at ZERA to advance outside or personal interests.
 - xiii. You must be fair and impartial in all your business dealings with the Authority's clients.
 - xiv. If you are a Board Member and has a personal interest in a matter before the Board, you must disclose the interest to the full Board prior to discussion, recuse yourself from participation in the discussion unless you are required to provide specific input during any such deliberation, and you will not vote on the matter.
 - xv. If you are an employee undertaking activities which are, or appear to be in conflict with ZERA, you must declare such activities to the CEO who will decline or approve such activities.
 - xvi. If you are a Board member, you must complete a declaration of assets form within 3 months after appointment or reappointment, or on each anniversary of appointment or reappointment, or within 2 months after you cease to be a member of the Board.
 - xvii. You must report to the appropriate office all cases of conflict of interest you observe.

Policy Reference:

1. **Public Entities Corporate Governance Act** (Chapter 10:31), s 34 (1-7), s 234(e), s 364, & s 365.
2. **Human Resources Policies & Procedures Manual**, Policy Number 104: Conflict of Interest
3. **Employment Code of Conduct and Grievance Procedure**, Table C: Serious Offences; Clause 10.
4. **Energy Regulatory Authority Act**, Schedule (Section 6(3)), Section 13 (2) (a) and (b)



11. We Value Employee Safety and Health

- i. We place a high priority on the occupational safety and health of our employees, and we seek to be guided by best practices in that endeavor.
- ii. We abide by World Health Organisation (WHO), and Government COVID-19 mitigation guidelines that include practicing social distancing in the workplace, wearing masks, sanitizing the workplace and employees, ensuring mandatory vaccination for all employees, and sanitizing all visitors at entry points.
- iii. We comply with all applicable safety and health laws, regulations, policies and procedures.
- iv. You must report immediately to the appropriate office any accident or injury sustained on the job, or any safety, or health concern you may have.

Policy Reference:

- 1. **Human Resources Policies & Procedures Manual:** Policy Numbers 801 – 806; Employee Wellness
- 2. **Employment Code of Conduct and Grievance Procedure:** Table B: Moderate Offences; Clause 4.. Table D: Most Serious Offences; Clause 13.
- 3. **World Health Organization (WHO):** Country & Technical Guidance-Coronavirus Disease (COVID-19), & Government Guidelines
- 4. **NSSA Act, [Chapter 17:04]**
- 5. **ZERA 2021-2025 Strategic Plan**



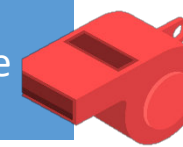
12. We have a Zero Tolerance for Corruption and Bribery

- i. You must not solicit, receive or pay bribes, or engage in any corrupt activity with clients, suppliers, colleagues, the general public, or any of our stakeholders.
- ii. You must never engage in fraudulent activities including forgery or falsification of records.
- iii. You must never give in to undue pressure, arm-twisting, intimidation by clients, public officers, suppliers, colleagues, or the general public, and when that happens report to your superiors at once.
- iv. You must not offer, give, solicit or receive any form of kickback as this is against the Authority's standards and regulations.
- v. You must report all cases of corruption, bribery, fraud, embezzlement, forgery, impersonation, and any suspected cases of such crimes without fear or favor.

Policy Reference:

- 1. **Public Entities Corporate Governance Act**(Chapter 10:31), Section 227 (d)
- 2. **Human Resources & Procedures Manual:** Policy Number 104, Procedures 3-6; Conflict of Interest
- 3. **Employment Code of Conduct and Grievance Procedure:** Table D: Most Serious Offences; Clauses 4, 6, 7, 8 and 12

Speak Out Against
Corruption, Blow the
Whistle!



13. Our Responsiveness

Responsiveness is our anchor value...

- i. We provide timely responses and prompt follow-ups to requests for assistance and information from our stakeholders and the public in general.
- ii. We are conscientiously responsive to the needs of the people of Zimbabwe, and we ensure a prompt and sensitive processing of all public complaints against the Authority, our members, and industry players, and we provide our stakeholders with the best possible response times on every issue raised.
- iii. We respond timeously and appropriately to issues raised and recommended by our internal and external advisors.
- iv. We ensure our members are conversant with their duty to be timeously responsive and accountable to the needs of both internal and external stakeholders.
- v. You must report all cases, or suspected cases of violation of the clauses above.

Responsiveness is Our Core Value

Policy Reference:

1. Public Entities Corporate Governance Act(Chapter 10:31), Section 27 (d)
2. ZERA 2021-2025 Strategic Plan



14. We Comply with Laws and Regulations

- i. You must acquaint yourself with the Authority's systems, policies, procedures, rules, regulations, standards, applicable laws and statutes.
- ii. Through appropriate structures, training and communication, we ensure our members are conversant with their responsibility to comply with the Authority's policies & procedures, industry standards, and applicable laws.
- iii. It is part of our culture to encourage our members to always be compliant with relevant ordinances and laws.
- iv. We encourage our members to read and understand all applicable laws, industry regulations, our policies, procedures, and standards.

Policy Reference:

1. **Public Entities Corporate Governance Act**(Chapter 10:31), Section 31,Clauses 1-5, Sections 368-389
2. **Human Resources Policies & Procedures Manual:** Policy Number 103, Legal and Ethical Standards
3. **ZERA 2021-2025 Strategic Plan**

You Must Read and Understand Our Policy Documents



15. We Meet Stakeholder Expectations

- i. We engage our stakeholders regularly, help them frame reasonable expectations, and we maintain the confidentiality of stakeholder information.
- ii. We make sure we offer our services impartially, equitably and without bias, and we maintain and promote effective and fair competition within the Energy sector.
- iii. We promote the procurement, production, transportation, transmission and distribution of energy in accordance with accepted international best practices.
- iv. We do not engage in peddling falsehoods, concealment and overstatement in our public communications.
- v. We promote openness and transparency in our dealings with the general public, business, civil society, other public entities, and public institutions.
- vi. We operate with integrity and with a strong commitment to responsible business conduct and responsible citizenship.
- vii. We treat others with respect and dignity; we encourage diversity and we promote equal opportunity for all.
- viii. We encourage our stakeholders to report any cases, or suspected cases of corruption and bribery involving employees of ZERA and/or industry players without fear or favour.

We Foster Reasonable Stakeholder
Expectations

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15. We Meet Stakeholder Expectations

- ix. We have a zero tolerance for corruption and bribery in the Energy sector and we demand our stakeholders to desist from such practices.
- x. We ensure all our financial transactions are above board and devoid of any corrupt manipulation.
- xi. We are responsive to the needs of our stakeholders, and we give prompt attention to their complaints against the Authority or any of our members.
- xii. We respect the customs, traditions, and social structures of communities in which we do business.
- xiii. We communicate our ethical standards and expectations to all our key stakeholders.
- xiv. We will not do business with clients and stakeholders who violate our ethical standards.
- xv. We are passionate about our role in national economic regeneration; our *Code* inspires us to be part of the solution.

Policy Reference:

1. **Public Entities Corporate Governance Act** (Chapter 10:31) S 261, 264, 275, 276, 290, 291, 292, 390-432
2. **ZERA 2021-2025 Strategic Plan**
3. **ZERA Stakeholder Charter**
4. **Energy Regulatory Act, 2011**[Chapter 13:23]



16. We do not Tolerate Harassment

- i. We maintain a professional work environment and we do not tolerate harassment, bullying or discrimination of any nature.
- ii. We treat others with respect and dignity, encourage diversity and diverse opinions, promote equal opportunity for all and help create an inclusive and ethical workplace.
- iii. We seek to grow a workplace that is free from any form of threats, violence, abusive or intimidating conduct, and any other such wayward behaviours.
- iv. You must report all cases of harassment, bullying, and discrimination you observe.

Policy Reference:

1. **Human Resources Policies & Procedures Manual:** Policy Number 705, Harassment
2. **Employment Code of Conduct and Grievance Procedure:** Table D: Most Serious offences; Clause 16.
3. **Constitution of Zimbabwe Amendment (No.20) Act, 2013,** Bill of Rights, Sections 44-86

Speak Out Against
Harassment!

17. We Regulate Business Courtesies

- i. You should not solicit or receive a gift or favour from any person, company, or organisation, or from any intermediary interest that may compromise or appear to compromise your independent judgment regarding your obligations to the Authority.
- ii. You and members of your family should not accept gifts from persons or entities who deal with the Authority where any such gifts are made in order to influence your actions as an employee or board member of the Authority, or where acceptance of the gifts could create the appearance of a conflict of interest.
- iii. You must not accept gifts or payments from those seeking to do business with the Authority.
- iv. You must ensure that any gift or business courtesy offered is permitted by our policy on giving and receiving gifts, and by law.
- v. You must understand that unsolicited gifts from clients that cost above US\$ 50 or its equivalence should be declared to the CEO by staff members, and to ZERA Board of Directors by board members, who will decide whether the gift should be accepted or declined.
- vi. You must consult policy and obtain guidance if you are uncertain whether the action is inappropriate or within the acceptable limits.



Policy reference

1. **Public Entities Corporate Governance Act**(Chapter 10:31), Section 349.
2. **Human Resources Policies & Procedures Manual:** Policy Number 103, Legal and Ethical Standards Procedures (6,7,8).
3. **S.I. 5 of 2018, Public Procurement & Disposal of Public Assets**, section 6(3), section 11(1-6).

We Do Not Accept Unauthorised Gifts



18. Our Procurement is in Line with Best Practices

- i. We have a zero tolerance for corruption, bribery and payment of kickbacks in procurement.
- ii. We follow laid down tender procedures for procurement and supply, in accordance with the Public Procurement and Disposal Of Public Assets Act [Chapter 22:23] and S.I. 5 of 2018, Public Procurement and Disposal of Public Assets (General) Regulations, 2018 .
- iii. We ensure our procurement and disposal of assets is effected in a manner that is transparent, fair, honest, cost effective and competitive.
- iv. Our procurement officers must never solicit for or accept gifts, favours or other advantages for themselves, their family or friends, neither should they allow offers of hospitality or pressure from those with vested interests to influence, or be perceived to influence their decisions, unless the gift or benefit is small or of low value as defined by S.I 5 of 2018.
- v. We pay suppliers in a timely manner and according to agreed terms.
- vi. We communicate our ethical standards and expectations to our suppliers.

Policy Reference:

1. Public Procurement And Disposal Of Public Assets Act [Chapter 22:23]
2. S.I. 5 of 2018 Public Procurement and Disposal of Public Assets (General) Regulations, 2018
3. ZERA 2021-2025 Strategic Plan

We Do Not Accept Kickbacks



19. Our Employees are Our Greatest Asset

- i. We recruit and promote staff on the basis of merit and suitability without any discrimination based on age, sex, race, creed, gender, religion, marital status, political affiliation, or disability.
- ii. Our relations are based on respect for the dignity of the individual and fair treatment.
- iii. We promote employee skills development, training, and career advancement.
- iv. We communicate to employees the purpose of every activity and individual jobs, and we encourage employees to speak out on matters of individual and organisational concern.
- v. We have a zero tolerance for favouritism in recruitment, selection, promotion, remuneration, and training, and ethical conduct is a key requirement for promotion to any position.
- vi. We are a family and we anchor our interactions on teamwork and cross pollination of ideas across operational divisions, departments and sections, both horizontally and vertically.
- vii. We encourage our members to guard against engaging in religious practices or rituals that disrupt or interfere with the free flow of work, including disturbing the peace of fellow employees who may be of a different faith.
- viii. We comply with the Labour Act (Chapter 28:01) and all salary regulations of public entities.
- ix. We respect the right of employees to freedom of association.
- x. We view mistakes made in good faith by our members as opportunities for growth.

Policy Reference:

1. **Public Entities Corporate Governance Act** (Chapter 10:31) Section 27(a,b,g), Section 55(b), and Section 291(m)
2. **Human Resources Policies & Procedures Manual**: Policy Numbers 201-222, 301-302, 401-408, 501-530, 601-612, 701-705.
3. **Employment Code of Conduct and Grievance Procedure**: Table D: Most Serious Offences; Clauses 19 & 20.
4. **Labour Act** (Chapter 28:01)

We Treasure Our Human Resource



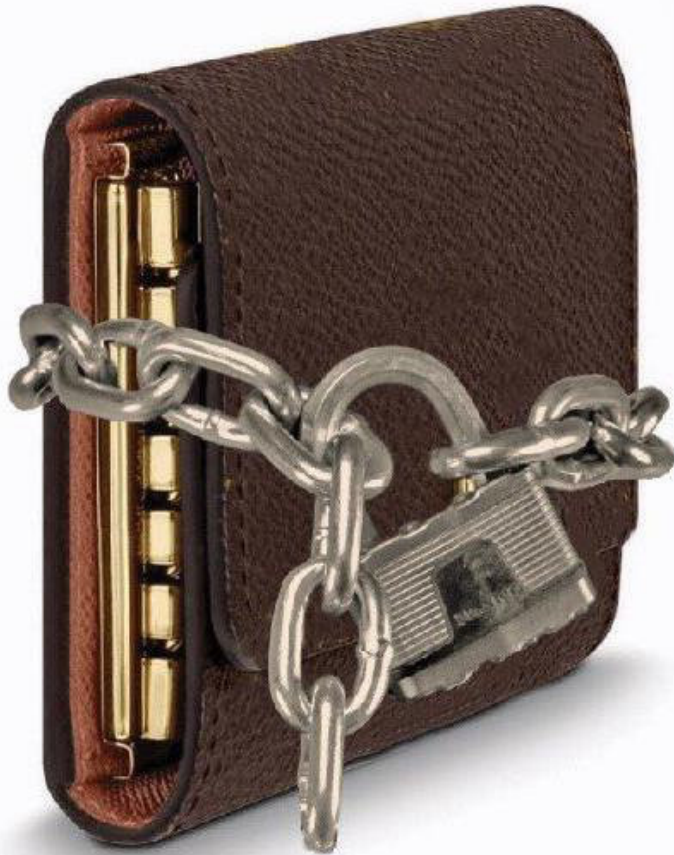
20. We Use Company Assets Responsibly

- i. You must never misuse Authority assets, or process, or authorize any wasteful transactions.
- ii. You must protect the Authority's property. This includes electronic devices, communication systems, information resources, facilities, company vehicles, office equipment, supplies, and other such equipment.
- iii. You must never remove assets from the Authority's premises without permission by an authorised person.
- iv. You must seek guidance and permission before using any asset for personal use.
- v. You are responsible for protecting client assets and information that is entrusted to ZERA.
- vi. You must understand that pilfering is a punishable offence.
- vii. You must report all cases of abuse and misuse of the Authority's assets.

We Do Not Misuse Company Property

Policy Reference:

1. **Public Entities Corporate Governance Act**(Chapter 10:31), Sections 63, 262, 290,350
2. **Human Resources Policy Manual:** Policy Number 103, Procedures (I); Legal and Ethical Standards.
3. **Employment Code of Conduct and Grievance Procedure:** Table B: Moderate offences; Clause 8. Table C: Serious Offences; Clause 5.



21. We Ensure Confidentiality of Business Records

- i. You must never use, or share, or pass along business records and information without prior approval by the responsible authority.
- ii. Information you receive in the course of your duties must never be used for personal gain and must be treated with strict confidentiality, and according to the confidentiality agreement you signed.
- iii. You must at all times maintain the confidentiality of all information entrusted to you, and any other confidential client information that comes to you, from whatever source, except when disclosure is authorised or legally required.
- iv. All staff records must be kept confidential with access being limited to management or its representatives on a need-to-know basis.
- v. You must ensure that regular, accurate, complete, timely, reliable, easy to understand, and relevant information is made available to stakeholders without compromising the confidentiality and commercial sensitivity of such information.
- vi. You must refer external inquiries and the media to the appropriate authority.
- vii. You must report all violations of the clauses above.

Policy Reference:

1. **Public Entities Corporate Governance Act**(Chapter 10:31), Section 60(b), 262, 263, 275, 285(b)
2. **Human Resources Policies Manual:** Policy No. 105, Procedures 1-7; Employee Records Privacy
3. **Employment Code of Conduct and Grievance Procedure:** Table C: Serious Offences; Clause 15. Table D: Most Serious Offences; Clause 23.

We Ensure Information Confidentiality



22. We are Committed to Sustainability and Disclosure

- i. We conform to corporate governance guidelines relevant to a public entity, according to the Public Entities Corporate Governance Act (Chapter 10:31), and we confirm our commitment to best practice governance standards that include integrated reporting, full disclosure, and safeguarding shareholder value.
- ii. We ensure our year-end corporate governance and financial reporting is accurate and timely, giving prompt information to our stakeholders as provided for by the Public Entities Corporate Governance Act (Chapter 10:31) and international best practices.
- iii. We publish our audited Annual Report timeously, including on our website.
- iv. We support communities in line with our CSR policy framework.
- v. We take seriously environmental issues and we review regularly the environmental impact of our operations.
- vi. Our sustainability performance seek to improve client relationships and quality, reduce costs and risks, and secure community goodwill and social capital.
- vii. We educate consumers and consumer groups on alternative energy, renewable energy, energy efficiency, including their rights and responsibilities.
- viii. We are committed to national economic growth and development by generating revenue for the fiscus.

We Meet Best Practice Reporting Standards

Policy Reference:

Public Entities Corporate Governance Act (Chapter 10:31), Sections 234, 235, 264, & 277, 288

ZERA 2021-2025 Strategic Plan



23. We Do Not Tolerate Alcohol and Drug Abuse

- i. We prohibit possession, use, sale, or being under the influence of alcohol and illegal drugs in the workplace, or when performing business on behalf of the Authority.
- ii. We do not tolerate drug and alcohol abuse.
- iii. You must understand that smoking in the workplace is permissible only in designated smoking areas.
- iv. You must report all cases of drug and alcohol abuse you observe.

Policy Reference:

- 1. **Employment Code of Conduct and Grievance Procedure:** Table C: Serious Offences; Clause 12, Table D: Most Serious offences; clause 5
- 2. **S.I 264 of 2002** (Public Health (Control of Tobacco) Regulations, 2002

Say No To Drug and Alcohol Abuse



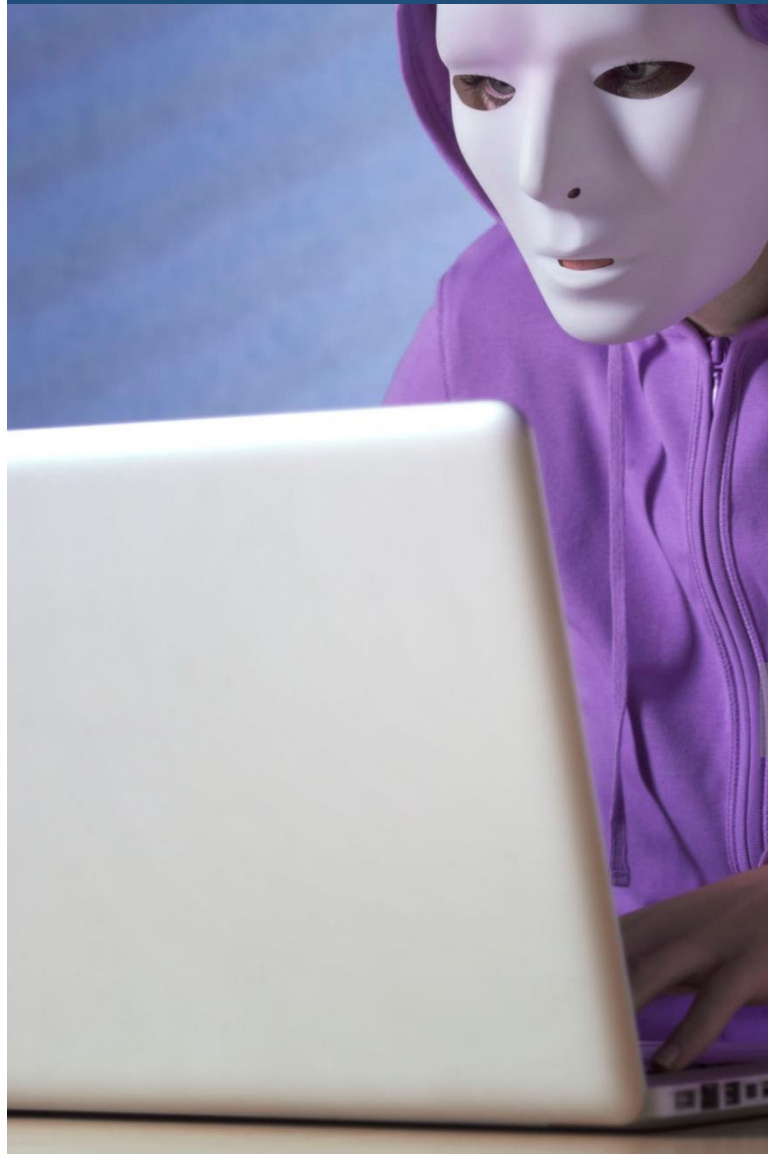
24. We Value Ethics Training

- i. We offer our members periodic ethics training across the board, from Board members to employees at shop floor level.
- ii. Ethics training imparts ethical decision making skills, thus allowing us to recognize and react positively to situations requiring ethical decisions.
- iii. Ethics training improves our understanding of our Code and teaches us how to apply the Code in our everyday work situations.
- iv. Ethics training helps us to handle ethical dilemmas and learn by doing.
- v. Ethics training raises awareness on the need for compliance with our policies, procedures, industry regulations, applicable laws, and global best practices.
- vi. Ethics training helps us to live our values, and inspires us to have a deeper understanding of our purpose and operations.
- vii. Ethics training imparts ethical reasoning and dialoguing skills, allowing us to freely talk about ethical issues and ethical concerns without fear.
- viii. Ethics training helps us to appreciate that ethics is integral to our core function as Energy industry regulator.

We Disclose Our Ethics Function

Policy Reference:

Public Entities Corporate Governance Act(Chapter 10:31), Section 26(4), and Section 244(a-f)



25. We Do Not Tolerate Company Internet Abuse

- i. You must never abuse the Authority's internet by surfing, posting, and distributing offensive material on social media, including downloading music and videos for personal use.
- ii. You must refrain from needless and excessive personal use of the Authority's internet, and you must understand that use of the Authority's internet is meant for matters specific to your line of duty, and to the Authority's business.
- iii. You must report all cases of internet abuse you observe.

Policy Reference:

- 1. **Employment Code of Conduct and Grievance Procedure:** Table A: Minor offences; Clause 6. Table D: Most Serious Offences; Clause 21
- 2. **ICT Policy, 2018**

We Use Social Media
Responsibly



26. We Report Violations

- i. You are responsible for reporting a violation or suspected violation of the Code, our policies & procedures, our rules, industry regulations, and applicable laws.
- ii. You must not take illegal or unethical action, even if it appears to benefit ZERA, or even if its directed by a higher authority within or outside ZERA.
- iii. You must never abuse your duty to report misconduct by making false reports, and you must understand that it is a violation of company policy to make such reports knowingly.
- iv. We guarantee strict confidentiality of information and identity of reporting person on all reported cases.
- v. We guarantee swift and appropriate response to all reported cases, including carrying out investigations where necessary, and we provide feedback to the reporting individual.
- vi. You must report violations or suspected violations to your supervisor, Ethics Officer, your manager, the CEO, HR department, Legal department, Audit department, or any other office you are comfortable with.

Continued on next page...

Speak Out Against Violations,
Refuse to be Silenced!

26. We Report Violations

Reporting infrastructure:

- a. Suggestion boxes
- b. Toll free number (anonymous calls): 08080136
- c. Deloitte Tip-offs Anonymous:
 - Telone Toll free lines: 0800 4100/1/3-6
 - Netone Toll free lines: 0716 800 189/0716 800 190
 - Econet Toll free lines: 0808 4461/5500
 - Telecel Toll free lines: 0732 220 220/0732 330 330
 - WhatsApp Number: 0772 161 630
 - Email: reportszw@tip-offs.com
 - Website: www.tip-offs.com
 - Free Post: The Call Centre, P.O.Box HG 883, Highlands, Harare



Policy Reference:

1. **Public Entities Corporate Governance Act** (Chapter 10:31) Sections, 204, 205, 255, 257-260
2. **Employment Code of Conduct and Grievance Procedure:** Table A: Minor offences; Clause 6. Table B: Moderate Offences; Clauses 5 & 6.



27. We Do Not Tolerate Victimization and Retaliation

- i. We do not tolerate victimization and/or retaliation of those who report misconduct and malpractices, and any such cases must be reported without fear or favour.
- ii. We follow up on reported cases to ascertain if there may have been incidences of victimization and/or retaliation, and promptly take remedial action.
- iii. We are committed to good and responsible citizenship, which includes the protection and advancement of basic human rights as enshrined in the Bill of Rights of our national constitution.
- iv. You must report all cases of retaliation and victimization, including cases of potential victimization and/or retaliation.
- v. You must understand that it is your responsibility to report cases of victimization and/or retaliation.

Speak Out! Report Cases of
Victimization and Retaliation

Policy Reference:

- 1. **Employment Code of Conduct and Grievance Procedure:** Policy Number 705, Harassment
- 2. **Constitution of Zimbabwe Amendment (No.20) Act, 2013, Bill of Rights, Sections 44-86**



28. *We are a Team*

Teamwork is our anchor value...

- i. We promote synergies among individual members and across departments in order to meet our set objectives.
- ii. We encourage our members to capitalize on each member's role and expertise, and always work as a team.
- iii. We treat others with respect and dignity, embrace diversity in the workplace, and we promote equal opportunity for all as we seek to build an inclusive and more ethical workplace.
- iv. We encourage our members to cooperate with each other, to be good team players, to listen to each other, and engage in group decision making.
- v. We encourage our members to work for the common good of the Authority, and we encourage them to participate in organizational affairs.
- vi. We help our members understand how their role as individuals and work teams fits into the bigger picture of fulfilling our mandate.

Teamwork is Our Core Value

Policy Reference:

1. **Human Resources Policies & Procedures Manual:** Policy Number 103; Legal and Ethical Standards.
2. **ZERA 2021 – 2025 Strategic Plan**

29. Frequently Asked Questions



- i. **How does ethics relate to business conduct at ZERA?** At ZERA, we want to do more than complying with laws and regulations. We want to grow an ethical culture. We will accomplish this by conducting business in accordance with our core values and set ethical standards.
- ii. **What do I do when I have an ethical concern?** As a general guideline, the first action should be to discuss the situation with your supervisor. If that is not possible for some reason or if taking it to your supervisor doesn't resolve the matter, it's your responsibility to take it up to the person next in command or to the Ethics Officer, CEO, or to another department such as Human Resources, Legal, and Audit.
- iii. **What happens when an employee or another person contacts the Deloitte Tip Offs Anonymous, or our Toll-free Number(Anonymous calls)?** When you contact Deloitte Tip-Offs Anonymous or our Toll-free Number; you will be treated with dignity and respect, your communication will be protected, your concern will be thoroughly addressed, and you need not identify yourself.
- iv. **Is our Toll-free Number taped?** Calls to our Toll-free Number are not taped or recorded.
- v. **When I call the Deloitte Tip-Offs Anonymous, or our Toll-free Number to report observed misconduct, what information will I be asked to provide?** To facilitate a thorough investigation, it is necessary to know the name of the location where the alleged misconduct occurred, including other pertinent details like the who, what, where, when, and how of the case or concern.
- vi. **What do I do when I'm being victimized for reporting misconduct?** Report at once the victimization to your Manager, CEO, Ethics Officer, or to any person or office you are comfortable with.
- vii. **What happens to cases that are not substantiated?** Unsubstantiated cases are closed because the facts obtained during the investigation may not have supported the allegations, or because sufficient information was not available to determine if the allegation was true.

30. We Live Our Code

- ✓ Board Ethics Monitoring & Assurance
- ✓ Chief Executive Officer
- ✓ Ethics Officer
- ✓ Ethics Committee
- ✓ Ethics Champions
- ✓ Ethics Training and Communication
- ✓ Ethics Performance Objectives
- ✓ Ethics Action-Learning
- ✓ Ethics Feedback Meetings
- ✓ Ethics Rewarding
- ✓ Ethics Sanctioning
- ✓ Ethics Reporting and Disclosure
- ✓ Ethics Monitoring and Evaluation

Policy Ref: PECG Act (Chap 10:31) Section 244(a-f)

Setting the
ethical tone

Leadership

Planning
the elements

System

Managing
the system

Evaluate

Report

Commit

Reinforce

Guide

Develop



31. Tips for Resolving Ethical Dilemmas

Always ask yourself;

- ✓ Are my actions ethical?
- ✓ Will I be comfortable to have my actions published on the front page of a daily paper?
- ✓ Have I considered all the risks?
- ✓ Is this really the only solution?
- ✓ Do I need to ask more questions for a clearer picture?
- ✓ Have I considered its effects on our stakeholders?
- ✓ Can I live with this decision?
- ✓ Why is it bothering me?
- ✓ Is it fair and honest?
- ✓ How would I feel if my workmates knew what I'm doing?
- ✓ Does my actions comply with ZERA ethical standards?
- ✓ Will my actions stand the test of time?
- ✓ Does my leadership know about this?
- ✓ Do I have information that may lead to a different decision?

Ethical Decision Making is Our Hallmark



Acknowledgement of Receipt of Code of Ethics

- ✓ I acknowledge that I have read, understood, and will abide by my obligations in *the Code*.
- ✓ I also understand that violation of *the Code* will cause corrective action to be taken which may result in disciplinary proceedings being invoked.

Full Name: _____

ID Number: _____

Signature: _____

Date: _____

Location: _____

NB: Acknowledgement of receipt of *the Code* is permissible only after going through training on *the Code*. Code of ethics training is conducted by the Human Resources Department.

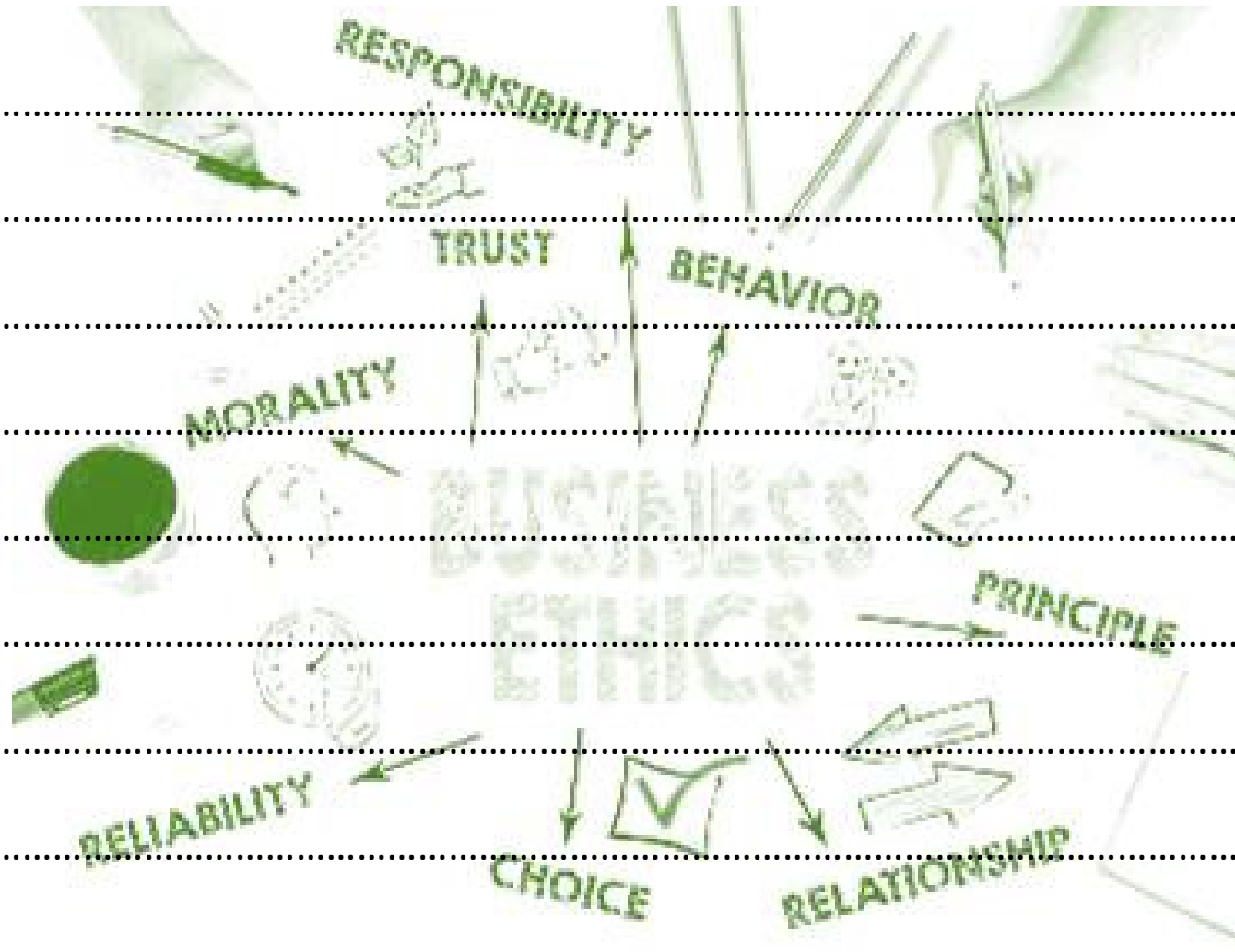
Code of ethics

Ethical Leadership

Responsible Business Conduct

Performance with Excellence

Notes:



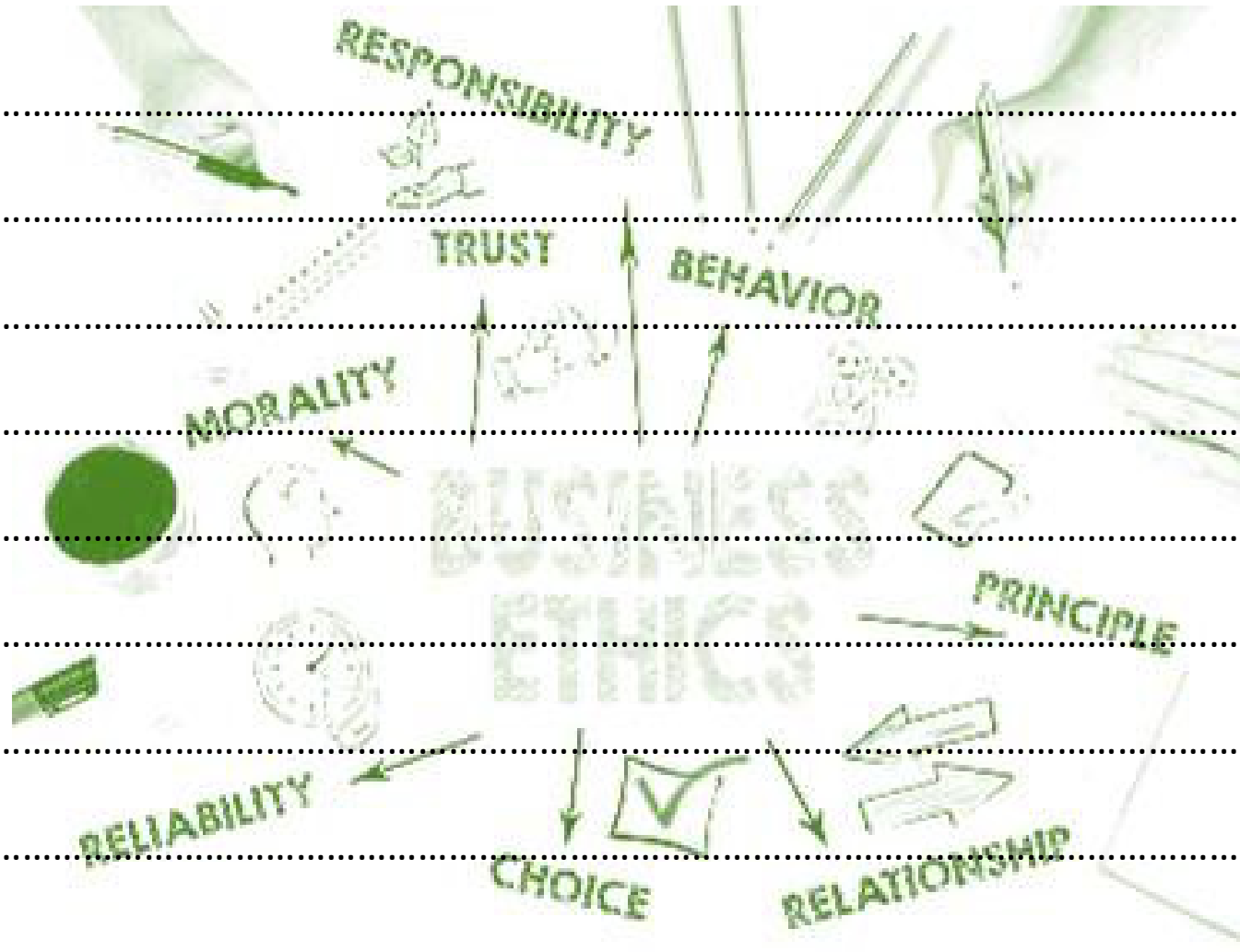
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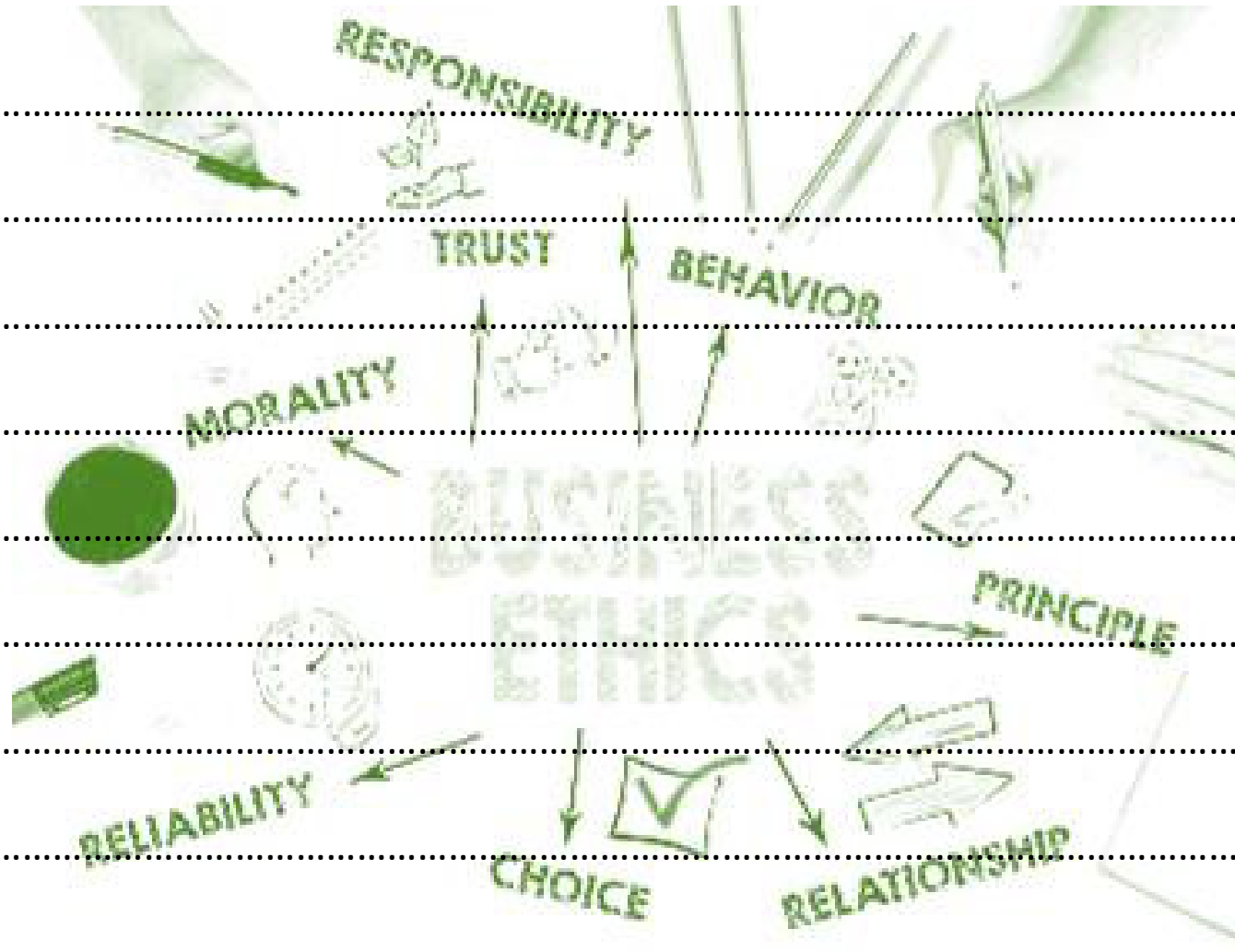
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