

# **FOOD AND DRUGS AUTHORITY**



## **THE BOARD CHARTER**

**FOR**

## **THE GOVERNING BOARD OF FOOD AND DRUGS AUTHORITY**

**DATE OF ADOPTION**

.....*APRIL*.....2024



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## ACRONYMS

|       |   |   |
|-------|---|---|
| CHRAJ | - | Commission on Human Rights and Administrative Justice |
| LI    | - | Legislative Instrument                                |
| MoF   | - | Ministry of Finance                                   |
| NDPC  | - | National Development Planning Commission              |
| PFM   | - | Public Financial Management                           |
| PPA   | - | Public Procurement Authority                          |
| PSC   | - | Public Services Commission                            |
| SIGA  | - | State Interests and Governance Authority              |
| ToR   | - | Terms of Reference                                    |
| FDA   | - | Food and Drugs Authority                              |



## **CHAPTER ONE**

### **1.0 INTRODUCTION**

#### **1.1 The FOOD AND DRUGS AUTHORITY**

- 1.1.1 The Food and Drugs Authority (referred to as 'the Authority'), is a statutory body established in 1992 as the Food and Drugs Board (FDB) on the basis of the 1992 Food and Drug Law (PNDCL 305B), later amended by the Food and Drugs ACT of 1996.
- 1.1.2 The Food and Drugs legislation was revised in 2012 and integrated into a new Public Health ACT 851, 2012 that gave birth to the Food and Drugs Authority.
- 1.1.3 The Authority is an agency under the Ministry of Health (MOH), with the overall responsibility to provide and enforce standards for the sale of food, herbal medicinal products, cosmetics, drugs, medical devices and household chemical substances.
- 1.1.4 The Authority represents Ghana in international and regional regulatory activities.

#### **1.2 Purpose of Board Charter**

- 1.2.1 This Board Charter (the "Charter") sets out the key principles and values of the Board Members (the "Board") of Authority. 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.
- 1.2.2 This Board Charter is subject to the Public Health Act, 2012 (ACT 851), The State Interests and Governance Authority Act, 2019 (Act 990) and any other applicable law and regulation in force.

#### **1.3 Binding Effect**

- 1.3.1 This Charter, subject to Public Health ACT 851, 2012, SIGA Act, 2019 (Act 990) 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 the Authority ("Chairman").

#### **1.4 Vision**

- 1.4.1 To protect the health and safety of people in Ghana and become a global centre of excellence for food and medical product regulation.



## **1.5 Mission**

- 1.5.1 To assure the safety, quality and efficacy of human and veterinary drugs, food, biological products, cosmetics, medical devices, household chemical substances and clinical trials, and the control and use of tobacco products, through the enforcement of relevant standards to protect public health.

## **1.6 Core Values**

- Integrity
- Accountability
- Teamwork

## **1.7 Objects of the Authority**

- 1.7.1 The object of the Authority is to provide and enforce standards for the sale of food, herbal medicinal products, cosmetics, drugs, medical devices and household chemical substances

## **1.8 Functions of the Authority**

The Authority is mandated by the Public Health Act, 2012 (ACT 851) under Section 82 to undertake the following core functions, in relation to:

- (a) ensure adequate and effective standards for food, drugs, cosmetics, household chemicals and medical devices;
- (b) monitor through the District Assemblies and any other agency of State compliance with the provisions of this Part;
- (c) advise the Minister on measures for the protection of the health of consumers;
- (d) advise the Minister on the preparation of effective Regulations for the implementation of this Part;
- (e) approve the initiation and conduct of clinical trials in the country; and
- (f) perform any other functions that are ancillary to attaining the objects of the Authority.

## **1.9 Governing Body of the Authority**

- 1.9.1 (1) The Public Health Act, 2012 (ACT 851) under Section 83 (1) stipulates that the governing body of the Authority shall be made up of eleven (11) members consisting of a chairperson;
- (a) a chairperson,
  - (b) one representative of the Ghana Standards Authority,
  - (c) one medical practitioner who is a specialist in active practice nominated by the Minister, Public Health Act, 2012 (Act 851)
  - (d) one representative each of:
    - (i) one pharmacist nominated by the Pharmacy Council,



- (ii) the Centre for Scientific Research into Plant Medicine,
- (iii) the Attorney-General not below the level of Principal State Attorney,
- (iv) the Veterinary Services Department,
- (v) the Food Research Institute,
- (vi) one traditional medicine practitioner nominated by the Traditional Medicine Practice Council

- (e) the Chief Executive Officer of the Authority, and
- (f) one other person who is a woman

(2) The President shall appoint the chairperson and members of the Board in accordance with Article 70 of the Constitution.

(3) The Board shall ensure the proper and effective performance of the functions of the Authority.

**Table 1: Institutional Membership of the Board and their Responsibilities**

| No. | Institution/Representative         | Responsibilities   |
|-----|------------------------------------|--|
| 1.  | Ghana Standards Authority          | Responsible for and advise on:<br>- Technical matters on the implementation of standards.  |
| 2.  | Medical Practitioner               | Responsible for and advise on:<br>- Technical matters on the implementation of the law.  |
| 3.  | Pharmacist (Pharmacy Council)      | Responsible for and advise on:<br>- Technical matters on the implementation of the law.<br>- Policy initiatives and development.   |
| 4.  | Centre for Plant Medicine Research | Responsible for and advise on:<br>- Technical matters on the implementation of the law.  |
| 5.  | Attorney-General's Representative  | Responsible for and advise on:<br>- Development of legislative instruments and implementation of the law and related regulations.<br>- Policy initiatives and development<br>- Technical matters on the implementation of the law and related regulations. |



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| 6. | Veterinary Services Department   | Responsible for and advise on:<br><ul style="list-style-type: none"> <li>- Technical matters on the implementation of the law and regulations</li> <li>- Policy initiatives and development.</li> </ul> |
| 7. | Council for Scientific and Industrial Research-Food Research Institute | Responsible for and advise on:<br><ul style="list-style-type: none"> <li>- Technical matters on the implementation of the law and related regulations</li> </ul>  |
| 8. | Traditional Medicine Practitioner                                      | Responsible for and advise on:<br><ul style="list-style-type: none"> <li>- Technical matters on the implementation of the law and related regulations</li> </ul>  |



## **CHAPTER TWO**

### **2.0 APPOINTMENT, INDUCTION AND TENURE OF GOVERNING BOARD MEMBERS**

#### **2.1 Appointment**

- 2.1.1 Article 70(1) (d)(iii) of the 1992 Constitution states that ‘the President shall, acting in consultation with the Council of State, appoint the chairman and other members of the governing bodies of public corporations’.
- 2.1.2 Article 190(3)(a) states that subject to the provisions of this Constitution, an Act of Parliament enacted by Clause (1) of this Article shall provide for the Governing Council for the Public Service to which it relates.
- 2.1.3 The members of the Board and the Chief Executive Officer shall be appointed in accordance with Act 851;
- 2.1.4 The composition of the Board shall be in accordance with Section 83(1) of Act 851 and any amendment thereof.
- 2.1.5 All appointments shall be in writing. All Governing Board Members on their appointment shall assume office after swearing the:
- (a) Oath of Office,
  - (b) Oath of Allegiance, and
  - (c) Oath of Secrecy
- 2.1.6 The Board shall keep a register of all Governing Board Members.

#### **2.2 Personal Attributes**

- 2.2.1 The Governing Board Members may be expected to have the following attributes to assist in governing the Authority:
- i. Strategic competence – a major function of Board Members is to provide strategic direction for the Authority.
  - ii. Financial literacy – Board Members are to review and approve financial statements prepared by Management. This requires analytical skills, ability to interpret financial statements, and make comments intelligently that will ensure that all management actions result in good financial health of the Authority.
  - iii. Communication and interaction skills – to be able to articulate opinions and to listen with empathy.
  - iv. Professional qualification, knowledge and experience may include:



- (a) Human resource management
  - (b) Law
  - (c) Financial management
  - (d) Information and communication technology
  - (e) Natural science
  - (f) Pharmaceutical services
  - (g) Food Science
  - (h) Medical Sciences,
  - (i) Veterinary medicine
  - (j) Traditional medicine
  - (k) Related disciplines
- i. Balance of skills – it may be unlikely to have individuals possessing all the qualifications listed above, therefore a balance of individuals whose strengths and weaknesses are complementary would be beneficial.
  - ii. Character – Board Members must consistently exhibit high values in the society.
  - iii. Commitment - making oneself available for Board meetings and other activities is essential.

### **2.3 Induction**

2.3.1 Newly appointed Governing Board members shall undergo an induction programme before the first Governing Board meeting.

2.3.2 The induction shall consist of:

- (a) Induction pack/materials, and
- (b) Training programme

2.3.3 The induction pack/materials will include the following:

- (a) Annual Reports and Audited Financial Statements of the Authority over a period of not less than three (3) years;
- (b) Strategic Plan of the Authority (or at least the Executive Summary thereof);
- (c) The Organogram;
- (d) Corporate Governance Manual for the Public Services Commission;
- (e) SIGA's Code of Corporate Governance for Specified Entities;
- (f) Name and contact details (address, and telephone numbers) of Board Members;
- (g) The Public Health Act, 2012 (ACT 851), State Interests and Governance Authority Act, 2019 (Act 990), Public Financial Management Act, 2016, (Act 921) and Regulations, 2019 (L.I. 2378), Public Procurement Act, 2003 (Act 663), Public Procurement (Amendment) Act 2016 (Act 914) and any regulations in force, this Charter and any other corporate governance manual or regulation applicable;



- (h) Schedule of dates of Board and Committee meetings;
- (i) Matters reserved for the Board (or Authorisation Limits);
- (j) Any other documents required for the effective functioning of the Board;

2.3.4 The training aspect of the induction shall cover the following areas:

- (a) Strategic planning;
- (b) Corporate governance
- (c) Procurement process;
- (d) Performance management;
- (e) Policy decision making process;
- (f) Budget process;
- (g) Financial and regulatory reporting of the Board;
- (h) Management briefing on general financial and legal affairs of the Board.

2.3.5 Familiarisation Visit(s) - As part of the induction programme or at any other opportune time, Governing Board members may organise familiarisation visits to the Authority and the regional offices to familiarise themselves with the staff and ascertain the conditions and their operations.

2.3.6 Capacity Development - Apart from the induction programme, the Board will provide for the continuous capacity development of Governing Board members. The Board through the Chairman and the Chief Executive Officer shall recommend periodic training for the Board members as is necessary for them to maintain knowledge and expertise required to understand the operations of the Board and to properly discharge their role and function as Board members.

2.3.7 The cost of the induction programme and such periodic training shall be included in the budget of the Board for the year and shall be borne by the Authority.

## **2.4 Tenure of Office**

2.4.1 The tenure of office and other related matters including possible renewal of tenure, resignation of membership, cessation and removal, and replacement of a Governing Board member are guided by the provisions of Sections 84 of the Public Health Act, 2012 (ACT 851).

2.4.2 It is important to add that a Governing Board member shall be deemed to have ceased to be a member, if the Board is dissolved by the appointing authority, and re-constituted without his inclusion in the new membership.



## CHAPTER THREE

### 3.0 RESPONSIBILITIES, DUTIES AND LIABILITIES

#### 3.1 Responsibilities and Duties of the Board

- 3.1.1 The Board shall perform the functions as contained in Section 83(3) of Act 851. Specifically, the Board shall perform the following functions:
- 3.1.2 **Strategic direction** - The Board is to provide the strategic direction of FDA in terms of:
- a. Providing leadership for the attainment of the Authority's vision and mission.
  - b. Approving and ensuring implementation of the strategic plan and other relevant plans.
  - c. Submission of statutory and other periodic reports to the appropriate authority.
- 3.1.3 **Policy** - Formulate policies for the effective implementation of the Authority's objects as well as monitor their implementation;
- 3.1.4 **Risk Management**
- a. Ensure that the Authority conducts its affairs in accordance with sound business and industry principles and adopt prudent commercial practices;
  - b. Ensure that risks of the Authority are identified, and measures are taken to manage them;
  - c. Access and understand the risks of the Authority and direct management of the Authority to develop an acceptable threshold for these risks;
  - d. At least once a year, the Board shall discuss FDA's strategy and business risks, the Management's assessment of the internal risk management and control systems, and any significant changes to such systems.
- 3.1.5 **Supervision of Management**
- a. Work with the Management to achieve the vision, mission, and long-term strategy of the Authority;
  - b. Promote sustainable, efficient and cost- effective activities of the Authority;
  - c. Establish and promote the objectives, business and integrity of the Authority;
  - d. Ensure the establishment of internal control over financial matters, reporting and enforcement of the provisions of the Public Financial Management (PFM) Act, 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 FDA;
- g. Monitoring the performance of Management in achieving its set objectives;
- h. Ensure that the long-term objectives of the Government of Ghana for the establishment of the Authority are served;
- i. Ensuring timely appointments of key Management positions of the Authority;

3.1.6 **Appointments** - The Board shall ensure the timely appointments of the Chief Executive Officer, Deputy Chief Executive Officers, other Management staff and such officers as the Authority may require for the effective discharge of its functions in accordance with Article 195 of the 1992 Constitution and Sections 89, 92 and 93 of the Public Health Act, 2012 (ACT 851).

3.1.7 **Audit**

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

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

3.1.9 **Procurement Activities & other Contractual Transactions** - The Board shall ensure that FDA discharges all procurement and contractual obligations in line with the Public Procurement Act, 2003 (Act 663) and Public Procurement (Amendment) Act, 2016 (Act 914) and its accompanying regulations, policies and manuals as applicable.

3.1.10 **Compliance**-The Board shall ensure that FDA complies with all applicable laws and regulations affecting the Authority's operations including adherence to any compliance and corporate governance framework by the State Interests and Governance Authority (SIGA) in accordance with the States interests and Governance Authority Act, 2019 (Act 990);

3.1.11 The Board shall also exercise all the powers under the Board's mandate subject to the limitations contained in the Constitution of Ghana, the Public Health Act, 2012 (ACT 851), and to any other lawful directives.



## **3.2 Duties and Liabilities of Governing Board Members**

### **3.2.1 Duties**

The major duties of each Board member are to:

- a. Uphold the values of accountability, probity and transparency.
- b. Undertake to act for the Board in a relationship of trust and confidence
- c. Keep abreast with the Authority's operations.
- d. Ensure good corporate governance practices by the Board.
- e. Exercise fiduciary duty of care not to put oneself in a position where there is a potential conflict between personal interest and duties to the Board.
- f. Ensure critical review of all issues placed before the Board.
- g. Prepare adequately for all Board meetings.
- h. Put out the knowledge, skills and experience that may reasonably be expected to carry out the specific duties in relation to the Board
- i. Ensure that decisions are made methodically and that reasons for such decisions are recorded and when necessary, seek expert advice.

### **3.2.2 Liabilities**

Governing Board Members are jointly and severally liable whenever a liability arises. In other words, they are liable both together as a group and individually.

Where there is a breach of duty by any Board member, the Board of the Authority may recommend any of the following actions:

- a. Request for restoration of its property, where applicable;
- b. Demand returns or refund of profit, where applicable;
- c. Abrogate the contract, where applicable;
- d. Claim damages to indemnify the Board as a result of loss suffered;
- e. Injunction to prevent the Board member from carrying out, or continuing with the specific breach of duty;
- f. Sue the Board member for negligent performance;
- g. Recommend the dismissal of the Board member.

### **3.2.3 Disclosure of interest**

Board Members shall declare their interest and abstain from an issue under deliberation by the Board. Failure to disclose one's interest shall lead to a member losing membership of the Board.



### **3.2.4 Responsibilities and Duties of the Chairperson**

The Chairperson of the Board shall perform the following functions:

- a. Provide leadership to the Governing Board to determine the strategic direction, attainment of goals and ensure its effectiveness in all aspects;
- b. Provide overall leadership to the Board without compromising on the principle of collective responsibility;
- c. Order the convening and conduct of Board meetings, monitor attendance, and preside at Board meetings in accordance with Sections 85(1)(2) and (4) of the Public Health Act, 2012 (ACT 851).
- d. Determine the meeting agenda, venue and date of Board meetings in consultation with the Chief Executive Officer and the Board Secretary;
- e. Act as the main link between the Board and the Sector Minister, other relevant authorities, and the Chief Executive Officer.
- f. Ensure that committees of the Board are properly established with defined terms of reference and functions in accordance with Sections 86 and 87 of the Public Health Act, 2012 (ACT 851).
- g. Project a positive image for the Authority.
- h. Lead in monitoring and ensuring compliance with the relevant laws, policies, and governance processes.
- i. Together with the Chief Executive Officer and the Board Secretary, ensure that FDA operates to the highest standards of corporate governance;
- j. Lead in evaluating and monitoring the compliance with organisational policies and governance processes;
- k. Ensure the Board undertakes periodic training programmes in order to enhance governance practices within the Board itself and in the interest of FDA.

### **3.3 Responsibilities and Duties of the Board Secretary**

- 1) FDA shall have a Board Secretary in accordance with Section 93 of the Public Health Act, 2012 (ACT 851).
- 2) The Board Secretary
  - (a) shall attend meetings of the Board;
  - (b) shall prepare agenda of meetings in consultation with the Chairperson and the Chief Executive Officer;
  - (c) shall organise Board and Committee meetings in consultation with the Board Chairperson and Chief Executive Officer;
  - (d) shall record and keep the minutes of the meetings of the Board;
  - (e) shall guide the Board collectively and individually as to their duties and responsibilities;
  - (f) shall ensure that Board members are aware of all relevant regulations and legislations relevant to their functions;
  - (g) shall maintain statutory registers;



- (h) shall provide inputs for the preparation of the Board's work plan;
- (i) shall coordinate management reports for consideration by the Board.
- (j) shall organize induction programmes for Board members;
- (k) shall ensure that Board evaluations are conducted periodically as agreed with the Chairperson and in line with SIGA directives; and
- (l) shall perform any other functions that the Board may direct.

## **CHAPTER FOUR**

### **4.0 BOARD AND COMMITTEE MEETINGS**

#### **4.1 Meetings**

4.1.1 Meetings of the Board are covered in Section 85 of the Public Health Act, 2012 (ACT 851) including the place of meetings, time and frequency of meetings, special meetings, convening meetings, quorum, determination of decisions, chairing of meetings, and the meeting procedures.

#### **4.2 Place and Mode of Meetings**

4.2.1 Section 85 (1) of the Public Health Act, 2012 (ACT 851) provides that the meetings of the Board shall be at such places as the Chairperson may determine.

4.2.2 The Chairperson shall ensure that such determination is consistent with enactment of the Republic of Ghana and shall include the following:

- a. Physical presence of Board members;
- b. Video conference or similar electronic channel allowing simultaneous visual and audio participation;
- c. Telephone conferencing; and

#### **4.3 Convening of Meetings**

4.3.1 The Chairperson shall convene all meetings of the Board. In convening such meetings, the Chairperson shall through the Secretary notify Board members of the proposed date, time, venue, and agenda for the meeting.

#### **4.4 Frequency of Meetings**

4.4.1 The Board shall ordinarily meet at such times as the Chairperson may determine but shall meet at least once every three months (Section 85 (1) of the Public Health Act, 2012 (ACT 851)).

4.4.2 The Board may establish a schedule for holding its meetings.

4.4.3 Pursuant to Section 84(4) of the Public Health Act, 2012 (ACT 851), a member who is absent from three (3) consecutive meetings of the Board without sufficient cause ceases to be a member of the Board.



- 4.4.4 The Board may co-opt a person to attend a Board meeting; but that person shall not vote on a matter for decision at the meeting.

#### **4.5 Special/Emergency Meeting**

- 4.5.1 The Chairperson shall, at the request in writing of not less than one-third of the members of the Board, convene a special meeting of the Board (The Public Health Act, 2012 (ACT 851), Section 85 (2)).
- 4.5.2 Special/Emergency Meetings of the Board may be called by the Chairperson or, after consultation with the Chairperson, by the Chief Executive Officer.
- 4.5.3 Ordinarily, the business at a Special/Emergency Meeting shall be to decide an issue or issues of exceptional urgency for which the meeting has been called and which, it is considered, cannot wait until the next Ordinary Meeting or for an Extraordinary Meeting.
- 4.5.4 Any decision which may be taken by the Board at such a Special/Emergency Meeting may be done by a resolution in writing by all the members of the Board entitled to attend and vote at the Special/Emergency Meeting in accordance with section 85(5) of the Public Health Act, 2012 (ACT 851).

#### **4.6 Duration of Meetings**

- 4.6.1 Meetings shall be conducted for a maximum of three (3) hours and Board members must agree to extend the duration beyond three (3) hours.

#### **4.7 Quorum**

- 4.7.1 The quorum at a meeting of the Board shall be seven members (Section 85 (3) of the Public Health Act, 2012 (ACT 851)).
- 4.7.2 Where a quorum is not attained, the meeting can be adjourned and reconvened at a later time when a quorum will be attained.
- 4.7.3 In exceptional cases, when quorum is not obtained the Board Members present may meet and arrive at decisions which shall be ratified at the next meeting when a quorum is formed.

#### **4.8 Board Decisions**

- 4.8.1 Decisions at meetings of the Board shall be determined by a majority of the votes of the members present and voting and where the votes are



equal the Chairperson or the Member presiding shall have a casting vote (Section 85 (5) of the Public Health Act, 2012 (ACT 851).

4.8.2 Ordinarily, Board decisions may be arrived at by consensus or compromise.

4.8.3 In addition, no act or proceeding of the Board shall be invalidated by a vacancy among its members or a defect in the appointment or qualification of a member.

#### **4.9 Notice of Meetings**

4.9.1 Meetings shall be convened by a notice in writing to all the members of the Board.

4.9.2 The content of the notice shall include:

- i. the date, time, place or mode of meeting,
- ii. the agenda for the meeting.

4.9.3 The notice of Board meetings shall be served by delivery to the address of each member of the Board as registered in FDA's records or by an electronic mode.

4.9.4 A notice served by electronic mode is equally as valid as a notice served by delivery to the registered addresses of Board members.

4.9.5 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.

4.9.6 Notice of an Emergency Meeting shall be regarded as given when dispatched by the quickest available means by the Board Secretary to all available Members of the Board.

4.9.7 If time permits, a brief statement of the purpose of the meeting shall be conveyed to Members. It is not essential that such notice to be in writing.

4.9.8 Notice of Emergency Meeting including a brief statement of the purpose thereof shall be sent by email or SMS text or to Boards WhatsApp page to all members outside Ghana at the time such notice is given.

#### **4.10 Procedure for Meetings**

4.10.1. The Board Chairperson shall regulate the procedure for meetings, subject to the provisions of Section 85 of the Act 851.



4.10.2. The procedure for meetings includes the agenda, working documents, conduct of the meeting, and recording of proceedings.

#### **4.11 Agenda and Board Papers**

4.11.1. 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 Chairperson and the Secretary and shall include list of items required for the normal conduct of Board's business at any meeting including:
  - a. Confirmation of minutes of the previous meetings;
  - b. Matters arising from decisions taken at the previous meeting;
  - c. ;
  - d. All items conveying information and progress reports from Management;
  - e. Reports from Committee(s);
  - f. All items upon which the operational policy issues and decision of the Board is required or seems desirable;
  - g. Strategic issues; and
- ii. The agenda may include an item "Any other business", and under this item may be taken items which in the discretion of the Chairperson of the meeting seems desirable to take.
- iii. 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 Chairperson through the Board Secretary for the Chairperson's direction whether the item concerned shall be included in the agenda.
- iv. Such items shall not be delivered to the Board Secretary within seven (7) days of the date fixed for the Ordinary Meeting concerned.

##### **(b) Emergency Meetings**

- i. Verbal introduction of matters for which the Emergency Meeting has been called will be normal at Emergency 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 (by Written Resolution) and shall be recorded in the Minutes book and produced for confirmation by members at the next Ordinary Meeting.

#### **4.12 Working Documents for Meetings**

4.12.1. The Board shall determine the form, structure and time of receipt of all documents for discussion at the meeting.

4.12.2. 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:

4.12.3.

4.12.4. Board members must receive the right information from the Secretary at the right time and in the right form.

#### **4.13 Conduct of Meetings**

4.13.1. Chairman — At every meeting of the Board the Chairman shall preside. 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. (Section 85 (4) of the Public Health Act, 2012 (ACT 851)).

##### **(a) Conduct of Board Business**

4.13.2. The proceedings of all meetings of the Board shall be in the English language.

4.13.3. Except in accordance with Section 85 (2), no business shall be transacted at any meeting other than that specified in the agenda for the meeting.

4.13.5. If two or more members wish to speak, the Chairman of the meeting shall decide which of them shall speak first.

4.13.6. All addresses shall be to the Chairman.

4.13.7. When the Chairman of the meeting is speaking, no other member may speak, and any member then speaking shall immediately cease to speak.

4.13.8. The meeting shall be conducted as follows;

- a. Chairman calls the meeting to order
- b. Approve agenda
- c. Receive apologies, if any



- d. Read and confirm minutes of the previous meeting
- e. Consider matters arising from the previous minutes
- f. Receive and consider report of the Chief Executive Officer
- g. Receive and consider specific Management Reports
- h. Receive and consider reports from Committees
- i. Consider any other business
- j. Determine the date for next meeting.

4.13.9. The conduct of the meeting also includes the duration of the meeting, which shall be determined by the agenda to be discussed and the frequency of meetings held by the Board.

4.13.10. The duration should also be influenced by Board culture, effective use of time, effective committee work, and the dispatch of documents to members in good time.

#### **(b) Voting**

4.13.11. Decisions of the Board shall be by a simple majority of those present and voting.

4.13.12. Each member shall have one vote, except that the Chairperson of the Board/or the person presiding shall have an original and a casting vote. Voting shall be by show of hands.

4.13.13. At the request of a member, and with the approval of the Chairperson of the meeting, individual votes may be recorded in the Minutes.

4.13.13. No person present at a meeting other than members may vote. The result of the vote shall be announced by the Chairperson of the meeting.

#### **4.14 Disclosure of interest**

4.14.1. In accordance with Section 86 of the Public Health Act, 2012 (ACT 851), a Member of the Board 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.

#### **(a) Attendance of non-members at meetings**

4.14.2. The attendance at meetings of persons who are not members of the Board shall be at the discretion of a Chairperson.

#### **(b) Attendance of the Public and Press**

4.14.3. Except by specific decision of the Board with regards to a specific item on the agenda or for a special meeting called for the purpose, meetings of the



Board shall be regarded as private, and no member of the public or of the press shall be admitted except with the specific permission of the Chairperson.

#### **4.15 Minutes of Meetings/Records of proceeding**

4.15.1. Minutes of all meetings of the Board and its Committees shall be taken and kept. The minutes are public documents that are part of the legal and historical records of the Board and, therefore, must be accurately captured.

##### **(a) Preparation of Minutes**

4.15.2. The Board Secretary shall prepare draft Minutes of each meeting of the Board. Copies of the draft Minutes shall be submitted to the Chairperson, or as the case may be to the other member who presided over the meeting of which the draft Minutes are a record.

4.15.3. On approval by him, a copy of the Minutes shall without delay be dispatched to each member of the Board. Where a member is of opinion that a Minute is incorrect, he shall notify the Board Secretary of any objection or amendment.

4.15.4. The minutes shall record, among others:

- (a) Summary of discussions on each business item
- (b) The precise wording of any resolution
- (c) Information upon which the decision was based;
- (d) Details of the decision;
- (e) Actions required; and
- (f) Date, time, and venue for the next meeting

4.15.5. The Chairperson and Secretary shall sign the minutes of the meeting. The chairperson shall initial all pages.

4.15.6. The minutes shall be prima facie evidence of the proceedings of the Board meetings and shall therefore be confirmed and approved by members who were present at the earlier meeting.

##### **(b) Action on Minutes**

4.15.7. 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 the Authority and other persons responsible for their implementation.



**(c) Confirmation of Minutes**

4.15.8. An item on the agenda of any meeting of the Board or Committee (and where time permits, of Emergency Meetings) shall be the confirmation of the Minutes of the last preceding meeting.

4.15.9. The full Minutes of each meeting shall be firmly affixed in a suitable, durable Minutes book, and be signed by the Chairperson 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.

**(d) Security and Safe Custody of Minutes**

4.15.10. 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.

**(e) Publicity**

4.15.11. Except where the law requires the use of the exact words, the text of any publicity accorded to decisions of the Board shall paraphrase the words of the Minutes, the publication of verbatim extracts being expressly forbidden.

**(f) Effective meeting**

4.15.12. Generally, the Board should endeavour to make its meetings effective. The effectiveness of meeting is characterised by:

- (a) Appropriate agenda for the meeting
- (b) High attendance by members beyond the quorum;
- (c) Punctuality at meetings;
- (d) Receipt of working documents in good time by members;
- (e) Thorough preparation by Members;
- (f) Effective control and conduct of meetings by the Chairperson;
- (g) Open and frank discussions by Members;
- (h) Decisions made and not postponed;
- (i) Proceedings/ minutes duly recorded and signed;
- (j) Actions taken on decisions to ensure the implementation of all decisions.

**(g) Tasks of the Chairperson**

4.15.13. The chairperson shall perform the following tasks in relation to Board meetings:

- (a) Determination of agenda, venue and date of Board meetings in consultation with the Secretary;
- (b) Ensure that the Secretary sends out the notice, agenda and supporting documents in good time;
- (c) Preside over the meetings of the Board;
- (d) Ensure that items on the agenda are covered within the time set for the meeting;
- (e) Sign minutes of the previous meeting after approval;
- (f) Ensure that no Member dominates discussions, that appropriate discussion takes place, and that relevant decisions are made;



- (g) Offer Members the opportunity to speak on each item and encourage them to participate fully in the meeting;
- (h) Ensure that the decisions made are implemented.

#### **(h) Tasks of the Secretary**

- 4.15.14. The Secretary to the Board shall perform the following tasks:
- (a) Notify Board members of the date, time, and place of meeting; and circulate the agenda together with the previous minutes and associated working documents;
  - (b) Ensure that the necessary housekeeping arrangements are made, the meeting venue; logistics secured for the meeting; spare copies of all documents needed for the meeting; and remind management staff/committees who are to make presentations;
  - (c) Advise, without request or invitation from the Chairperson, if any action proposed to be taken by the Board is unlawful or contrary to the Public Health Act, 2012 (ACT 851) or any other legal enactment;
  - (d) Take minutes of proceedings at meetings;
  - (e) Keeps custody of all meeting documents and official documents of the Board;
  - (f) Convey decisions of the Board to assigned implementers and monitor the decisions;

#### **(i) Collective Responsibility**

4.15.15. Board Members are jointly and severally responsible for the decisions of the Board and the actions taken thereon by the Management. Board members are therefore expected to accept collective responsibility for the decisions of the Board.

4.15.16. However, where a Board member is unable to agree with his/her colleagues on a decision made on a subject, the member should consider taking any of the following options:

- (a) Express in unequivocal terms, his/her dissent and the reasons thereof;
- (b) Request for a second professional opinion on the subject;
- (c) Request that the decision be postponed for further research, reflection and consultation;
- (d) Document his/her dissent and request that his/her view be put in the minutes; and
- (e) Request for a special Board meeting to reconsider the subject;

4.15.17. Where the Board member is still dissatisfied after exploring the options above, he/she may pursue the following options:

- (a) Inform the appointing authority about the developments; or
- (b) Resign as a Board member.



## CHAPTER FIVE

### 5.0 COMMITTEES OF THE BOARD

#### 5.1 Constitution, Composition and Terms of Reference

- 5.1.1 The Board may for the discharge of its functions establish Committees consisting of members of the Board and non-members, but Board Committees are to be chaired by a Board Member.
- 5.1.2 The Board shall determine the terms of reference of its Committees.
- 5.1.3 The Board shall review the membership of committees from time to time and may change the membership of committees as they deem fit.
- 5.1.4 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.
- 5.1.5 The Committees shall liaise with each other in so far as it is expedient to effectively perform their different roles.
- 5.1.6 The Committees shall render their Reports to the Board at the next Board meeting following the meeting of the Committee.
- 5.1.7 The Board remains collectively responsible for the decisions of any Committee and shall review the effectiveness and performance of Committees annually.
- 5.1.8 The use of the committee system has some inherent benefits since they:
- (a) Are smaller in size and are able to devote more time to the assignments on hand;
  - (b) Can delve into complex issues;
  - (c) Act as a liaison between the Board and Management; and
  - (d) Facilitate the decision-making process of the full Board.

#### 5.2 The Committees

- 5.2.1 The existing key committees of the Board and their responsibilities are presented in Table 2.

**Table 2: Committees of the Board and their Responsibilities**

| No. | Committee       | Responsibilities   |
|-----|-----------------|--|
| 1.  | Drugs Committee | The responsibility of the Drugs Committee is to advise the Board in three areas. |



|    |   |   |
|----|---|---|
|    |   | <ul style="list-style-type: none"> <li>a) The quality and safety of medical products (drugs, herbal medicinal products, cosmetics, medical devices, household chemical substances and vaccines)</li> <li>b) Clinical Trials</li> <li>c) Tobacco and substance of abuse</li> </ul>   |
| 2. | Finance Committee   | <p>Responsible for all issues on:</p> <ul style="list-style-type: none"> <li>a) Financial policies and procedures.</li> <li>b) Ensuring the quality, integrity and reliability of FDA's financial reporting processes,</li> <li>c) Accounting, finance and investment practices and annual budgeting process.</li> </ul>  |
| 3. | Food Committee  | Responsible for providing support to the Board to enforce contemporary governance principles on Food Safety Control Systems to ensure the safety of the food chain in Ghana.  |
| 4. | Human Resources, Legal Administration and Communication Committee | <p>Responsible for all issues on:</p> <ul style="list-style-type: none"> <li>a) Review of Compensation Policy, Benefit and Incentive plans and talent Management and Retirement Programmes.</li> <li>b) Review strategic HR resource decisions and succession plans for key management positions.</li> <li>c) Developing strategies to encourage senior managers to enhance the performance of the FDA and ensure they are fairly and responsibly rewarded for their individual contribution and performance</li> <li>d) Control legal systems that assure safe and effective food and drugs of good quality and for the intended use reach the consumer</li> </ul> |

Note:

1. Each committee can co-opt other institutions or persons to assist in its work. Relevant staff of the Authority may also be considered where relevant.
2. The Chief Executive Officer shall serve on all the committees.

#### **(a) Audit Committee**

5.2.2 The FDA Audit Committee is the statutory committee of the Board that is set up in accordance to Section 86 of the Public Financial Management (PFM) Act 2016 (Act 921).

5.2.3 The Board is to have two (2) of its members on the FDA Audit Committee in accordance to Section 87 of the PFM Act 2016 (Act 921). The functions of the FDA Audit Committee are elaborated in Section 88 of the PFM Act.



## **(b) Operations of Committees**

- 5.2.4 The Board shall appoint the chairperson of each of the Committees, with the exception of the Audit Committee, which is stipulated in the PFM Act. However, the Board may also delegate that responsibility to the Committee members themselves. Generally, Committees are not to be chaired by the chairperson of the Board.
- 5.2.5 The Secretary to the Board shall serve as secretary to the key committees, except the Audit Committee. The secretary to the Audit Committee is appointed by the Chief Executive Officer.
- 5.2.6 The Board shall determine the Terms of Reference or guidelines spelling out the composition, functions, quorum, etc. of the key Committees, unless it is explicitly provided in an enabling Act such as the PFM Act.
- 5.2.7 Committees shall observe the same rules of conduct and procedures as the Board spelt out in Sections 4.7, 4.9 and 4.10 of this Charter.
- 5.2.8 Management staff may be invited to Committee meetings to provide technical/ professional advice as and when necessary. They shall not be eligible to vote on issues requiring decision-making. They may also be excluded from participating in some aspects of the committee meeting.
- 5.2.9 Committees shall submit their written recommendations to the Board for consideration and approval. Committees shall not make decisions, except where they have specifically been authorised by the Board to do so.
- 5.2.10. For purpose of carrying out their assignments, committees may be authorised to:
- (a) Consider all issues within their terms of reference;
  - (b) Obtain professional advice and opinion; and
  - (c) Consult and seek information from relevant sources including employees of the Authority, where necessary.
- 5.2.11. Committees shall undertake self-review of their operations annually. Reports on the reviews shall be submitted to the Board for consideration and guidance.



## **CHAPTER SIX**

### **6.0 REMUNERATION OF THE BOARD**

- 6.1 The Public Health Act, 2012 (Act 851) makes provision for the payment of allowances to Board and Committee members.
  - 6.1.1 Section 88 of the Public Health Act, 2012 (Act 851) provides that Board Members and members of committees appointed by the Board shall be paid such allowances as may be determined by the Minister responsible for Finance.
  - 6.1.2 Accordingly, the Board will pay its allowances based on the prevailing guidelines and directives issued by the Minister of Finance.
  - 6.1.3 Sitting allowance shall be paid when the Board meets. However, Board members who do not attend Board meetings are not eligible to receive the sitting allowance.
  - 6.1.4 Accommodation and other related logistics shall be arranged when Board members travel from outside to attend meetings or for meetings organised outside the Authority premises.
  - 6.1.5 Unless included as part of the allowances, Board Members shall be reimbursed for all direct and reasonable approved expenses related to Board activities.
  - 6.1.6 The Board allowances and any other related expenditures shall be budgeted for in accordance with the Ministry of Finance guidelines.
  - 6.1.7 Payments to Board members may be by cash, cheque or electronically.
  - 6.1.8 The amount paid shall be net of tax.



## CHAPTER SEVEN

### 7.0 COMPLIANCE AND REPORTING

#### 7.1 Compliance

- 7.1.1 As stated in Section 3.1, one of the key responsibilities of the Board is to ensure compliance with all applicable laws, regulations and lawful directives of the country relevant to its operations. The laws, regulations and lawful directives relevant to the operations of the Authority are not limited to the following:
- (a) Constitution of the Republic of Ghana
  - (b) The Public Health Act, 2012 (Act 851)
  - (c) Public Financial Management, 2016 (Act 921)
  - (d) Public Financial Management Regulations, 2019 (L.I. 2378)
  - (e) Public Financial Management {Public Investment Management} Regulations, 2020 (L.I. 2411)
  - (f) Internal Audit Agency Act, 2003 (Act 658)
  - (g) Public Procurement Act, 2003 (Act 663)
  - (h) Public Procurement (Amendment) Act, 2016 (Act 914)
  - (i) State Interests and Governance Authority Act, 2019 (Act 990)
  - (j) Labour Act, 2003 (Act 651)

#### 7.2 Operational/Performance Reports

- 7.2.1 Subject to the provisions of section 96 of the Public Health Act, 2012 (Act 851), the Board would report not only on annual basis but also report at the end of every quarter and at any other time that the relevant authority may determine. The Board will also comply with the guidelines and periodic reporting formats issued or determined by the relevant authority.
- 7.2.2 The Board shall, not later than four months before the end of the year, cause to be prepared an Annual Plan that will be submitted to the State Interests and Governance Authority (SIGA), sector Minister in accordance to the directives of the National Development Planning Commission (NDPC) and in line with the annual budget estimates for the ensuing year.
- 7.2.3 The Board shall also cause to be prepared the Annual Procurement Plan, which shall be submitted as required under the Public Procurement Act.
- 7.2.4 The Board shall, as soon as possible after the expiration of each financial year but within six months after the termination of the year, submit to the sector Minister an annual report dealing generally with the activities and the operations of the Board within that year



- 7.2.5 The Board shall also, submit to the Minister any other reports which the Minister may require in writing. (Section 96 (4) of the Public Health Act 2012, (Act851)).
- 7.2.6 The annual report shall include a copy of the audited accounts of the Authority and the Auditor General's report on it.
- 7.2.7 The Board shall within one month after receipt of the audit report, submit an annual report to the Minister covering the activities and the operations of the Authority for the year to which the report relates (Section 96 (1) of the Public Health Act 2012, (Act851)).
- 7.2.8 In addition, the Board shall prepare and submit to the State Interests and Governance Authority (SIGA) a report on progress achieved explaining deviations and indicating the most important trends of the quarter; and an annual report on the achievement of agreed performance targets including actual performance against budget for the year to date.

### 7.3 **Financial Control**

#### **(a) Expenditure**

- 7.3.1 The Chief Executive Officer shall control expenditure within approved budgets and programmes of work, and also in line with its procurements program as filed with the Public Procurement Authority.
- 7.3.2 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 FDA, and in particular, bring attention to any change of circumstance which may result in revenue or recurrent cost estimates being exceeded or which may result in savings.

#### **(b) Internal Audit**

- 7.3.3 To assist the Chief Executive Officer in their task of financial control, there shall be established an internal audit function.
- 7.3.4 The officer(s) responsible for the internal audit function shall have access to all records of all other branches and departments of the Authority in line with the PFM Act.

#### **(c) Contracts**

- 7.3.5 Contracts shall be entered into on behalf of FDA by the Chief Executive Officer or by the person performing the duties of the Chief Executive Officer in his/her absence or by a person authorized by the Chief



Executive Officer to sign contracts or contracts of the relevant description or amount.

**(d) Cheques**

7.3.6 No cheques, bills of exchange, promissory notes or similar instruments shall be issued on behalf of the Authority unless signed by the Chief Executive Officer or by a person authorized by the Chief Executive Officer to sign such instruments and countersigned by the authorized signatories of the Authority as approved by the Chief Executive Officer.

7.4 **Budget and Financial Reports**

**(a) Budget**

7.4.1 The Board shall, not later than four months before the beginning of each financial year, cause Management to prepare and submit to the State Interests and Governance Authority (SIGA) and the sector Minister, the annual financial plan (annual budget) reflecting the proposed revenue and expenditure estimate of the Authority in respect of the ensuing financial year.

**(b) Financial Statements**

7.4.2 The Board shall cause to be prepared, audited and submitted the required financial statements and reports in compliance with the FDA Act, 1078, SIGA Act, 990, PFM Act, 921 and PFM Regulations, 2019 (L.I. 2378).

7.4.3 An annual financial account (unaudited) in respect of that financial year shall be prepared not later than two months after the end of each financial year. In this regard, the Board shall ensure that the accounts are prepared in accordance with approved existing accounting standards; and ensure the integrity and adequacy of the accounts.

**(c) Audited Financial Statements**

7.4.4 The Board shall cause its books and accounts to be audited annually by the Auditor-General or an auditor appointed by him within three months of the end of the immediately preceding financial year.

7.4.5 The Board shall then submit the audited financial statements not later than four months after the end of each financial year. Prior to the submission, the Board:

- (a) shall receive, review and approve the audited financial statements;
- (b) must call for the Management Letter, which indicates any weaknesses observed in the performance of the auditor's duties, and



- (c) ensure that Management responds adequately to all the issues raised in the Management Letter.

**(d) Internal Reports**

- 7.4.6 Apart from the external reporting, the Board may request for reports internally, which will assist it in carrying out its responsibilities and making decisions.
- 7.4.7 Such internal reports may be on specific technical, financial, legal and human resources issues prepared and submitted by either the Chief Executive Officer, Management, or any of the Committees.



## CHAPTER EIGHT

### **8.0 RELATIONSHIPS AMONG THE GOVERNING BOARD MEMBERS, THE CHIEF EXECUTIVE OFFICER, SECTOR MINISTER AND SIGA**

#### **8.1 Relationship between the Governing Board Members and the Chief Executive Officer.**

- 8.1.1 The Chief Executive Officer derives his/her authority from both the Board and the Public Health Act, 2012 (Act 851), and is therefore accountable to the Board for the effective and efficient administration of the Authority.
- 8.1.2 The Chief Executive Officer is also not responsible for policymaking and therefore must act in good faith to allow the Board to exercise its policymaking functions.
- 8.1.3 On the other hand, the Board does not have administrative or executive functions and must act in good faith to allow the Chief Executive Officer to exercise his/her administrative function fully.
- 8.1.4 Consequently, the Board and the Chief Executive Officer must have a working relation that is cordial and mutually respectful in order to enhance the growth and success of the organization. Board members and the Chief Executive Officer must cooperate to fulfil their mutual functions in the following areas:
- (a) Policy formulation and implementation
  - (b) Appointment/promotion of management
  - (c) Reviewing organizational structure
  - (d) Instituting internal control
  - (e) Strategy formulation and implementation
  - (f) Risk management
  - (g) Corporate oversight and internal control
- 8.1.5 Conflicts that may arise between the Board and the Chief Executive Officer must be resolved as quickly as possible in order to avoid the Authority from suffering any negative impacts.
- #### **8.2 Relationship between the Board and the Sector Minister**
- 8.2.1 A working relation begins between the sector Minister and the Board upon the appointment of Board members by the President. A good working relation between the sector Minister and the Board will facilitate the achievement of the corporate objectives of the Authority.
- 8.2.2 The relationship between the two may be in the form of:
- (a) Ministerial support;
  - (b) Organisational planning; and
  - (c) Policy advice.



8.2.3 This will involve:

- (a) Regular ministerial and portfolio briefings as may be agreed between the Minister and the Board;
- (b) Advising the Minister as and when required;
- (c) Submission of periodic performance reports to the Minister or appropriate authority; and
- (d) Provision of copies of approved strategic plan of the Board to the sector Minister to enable him/her understand the dynamics of the Authority.

8.3 **Relationship between the Sector Minister and the Chief Executive Officer**

8.3.1 A good working relationship between the sector Minister and the Chief Executive Officer is required, which will facilitate the achievement of the Authority's objectives.

8.3.2 The relationships may be classified as providing technical advice as and when needed by the Minister.

8.4 **Relationship between the Board and the State Interests and Governance Authority**

8.4.1 The Board shall be accountable to SIGA in the following areas:

- (a) Existence of a sustainable business model consistent with their mandate and within the framework of government policy.
- (b) Performance targets specified in the performance contract with the SE.
- (c) Good corporate governance practices.
- (d) Satisfactory execution of all compliance requirements as indicated in their responsibilities.
- (e) Ethical conduct



## **CHAPTER NINE**

### **9.0 EVALUATION OF THE BOARD**

#### **9.1 Performance Review/Evaluation**

9.1.1 The Board shall undertake an annual self-appraisal/evaluation of its performance, with the aim of improving upon the performance of the individual members and the Board as a whole.

9.1.2 An independent Evaluation Panel recruited by SIGA on behalf of the State and paid for by the Authority will assess Board performance every two years along dimensions as: leadership and strategy; existence and effectiveness of management planning, control and audit systems; and results as contained in the State Ownership Policy and the performance contract.

9.1.3 The performance evaluation or appraisal will serve to:

- (a) clarify the individual and collective roles of Board members;
- (b) help the Board focus on its mandate so as to improve upon its effectiveness;
- (c) identify weakness of Board members and assist the Board to overcome its weaknesses with appropriate remedial measures; and
- (d) motivate Management due to the Board's leadership by example approach.

#### **9.2 Performance Evaluation Principles**

9.2.1 In carrying out its performance appraisal/evaluation, the Board shall observe the following principles:

- (a) Prior knowledge of criteria by members
- (b) Fairness, transparency and objectivity;
- (c) Confidentiality;
- (d) Exercise of tact, understanding and maturity; and
- (e) Constructive use of evaluation.

#### **9.3 Evaluation Criteria of the Board**

9.3.1 The performance evaluation of the Board shall either be through a peer review mechanism or the use of consultant(s). A combination of the two options may also be adopted.

##### **(a) Peer Review**

9.3.2 Peer review of the Board shall be conducted annually at three (3) levels as follows:

- i. Evaluation of performance by Board members



- a) members will individually evaluate the collective performance of the Board; and
  - b) the chairperson assisted by the Board Secretary will collate the results and discuss with members.
- ii. Evaluation of the Chairperson
- a) the chairperson shall be evaluated by all members;
  - b) the result shall be collated by Chairperson of three members-committee to be decided by the Board; and
  - c) the Chairperson of the three members-committee shall discuss the report with the Chairperson and report the outcome to members.
- iii. Evaluation of Members
- a) all Board members shall be evaluated by at least three of their peers to be selected by the Board;
  - b) a select committee shall discuss the evaluation on one-on-one basis with the Board members; and
  - c) the results of the assessment shall be discussed by all members and appropriate action taken.

**(b) Review by Consultant(s)**

9.3.3 The Board may also appoint a consultant(s) to carry-out the performance evaluation because of the inherent likelihood of using the peer review appraisal as self-serving exercise by members.

**9.4 Evaluation/Appraisal Process**

9.4.1 The performance appraisal process may be structured such that the Board:

- (a) states its functions, duties and responsibilities;
- (b) the appointing authority determines its major goals, objectives, key performance indicators and targets;
- (c) determines its capabilities and resources e.g. use of committees; quality of meetings and decisions made; skills and knowledge of members to perform tasks;
- (d) designs comprehensive criteria against which the appraisal can be made;
- (e) determines the weights for the key performance indicators and targets; and
- (f) determines the acceptable level of performance.

9.4.2 Board members shall then appraise the performance of the Board against the criteria accepted by all; or alternatively, an external assessor may be used.

- (a) The results of the appraisal shall be collated by a committee;
- (b) a report shall be issued to the Board for consideration; and
- (c) the evaluation report shall then be presented to the State Interests and Governance Authority and/or the sector Minister.



9.5 **Outcome of Appraisal/Evaluation**

- 9.5.1 Appropriate recommendations shall be made to address any weaknesses that the appraisal may identify.
- 9.5.2 The Board shall conduct follow up actions to ensure timely implementation of the recommendations.
- 9.5.3 The criteria used for the evaluation may also be reviewed at least biennially to make them challenging and useful.



## **CHAPTER TEN**

### **10.0 EVALUATION OF THE CHIEF EXECUTIVE OFFICER**

#### **10.1 Performance Contract**

10.1.1 The Board shall agree on the following with the Chief Executive Officer:

- (a) Key performance indicators and targets agreed upon; and
- (b) Scoring or measurement system.

10.1.2 The performance evaluation of the Chief Executive Officer will assist the Board to:

- (a) strengthen its relationship with the Chief Executive Officer;
- (b) have early signals as to whether the performance of the Board is on track or not; and
- (c) identify the strengths and weaknesses of the Chief Executive Officer in order to take appropriate steps to assist the latter to overcome such weaknesses.

#### **10.2 Performance Appraisal/ Evaluation Process**

10.2.1 The performance appraisal process may be structured such that the Board and the Chief Executive Officer shall:

- (a) agree on the key objective, performance indicators and targets for the evaluation;
- (b) assign weights to the key performance indicators and targets; and
- (c) negotiate and agree on the outcome of results.

10.2.2 In addition:

- (a) The Board shall inform the Chief Executive Officer of what shall be considered as the acceptable level of performance;
- (b) Every Board member shall evaluate the Chief Executive Officer based on the acceptable criteria;
- (c) A committee shall consolidate the evaluation, noting areas of strengths, weaknesses and recommendations;
- (d) The committee shall discuss the draft performance report with the Chief Executive Officer and obtain his/her comments;
- (e) A final performance evaluation report shall be forwarded to the Board for discussions and approval.
- (f) The Board shall then:
  - i. notify the Chief Executive Officer of any decisions taken on his/her performance;
  - ii. draw a performance improvement plan for the purpose of correcting weaknesses identified; and
  - iii. continuously monitor implementation of the improvement plan to achieve success.



10.2.3 Alternatively, a consultant may be used for the performance evaluation process.

(a) The consultant shall:

- i. interview the Board members and record their comments in response to the criteria; and Board
  - ii. then write a formal report to the Board;
- (b) Board members must refer the report to a committee to discuss the contents with the performance; and
- (c) The inputs of the Chief Executive Officer shall be obtained and a final report submitted to the Board for consideration.

10.2.4 The Board may also request the Chief Executive Officer to carry out a self-evaluation, which shall be compared with the Board's own evaluation or that of the report of the consultant appointed by the Board.

### 10.3 **Outcome of Performance Appraisal/Evaluation**

10.3.1 The performance evaluation may result in the Chief Executive Officer accepting the decisions of the Committee. In that case, it will likely lead to:

- (a) Improved governance processes.
- (b) Improvement in relationship between the Board and Chief Executive Officer.
- (c) Board members will begin to better appreciate the challenging role of the Chief Executive Officer.
- (d) General improvement in the performance of the Chief Executive Officer because his/her efforts are recognised.

10.3.2 In the case where the Chief Executive Officer disagrees with the results of the appraisal/evaluation, he/she may take the following actions:

- (a) Appeal to the State Interests and Governance Authority
- (b) Appeal to the Public Services Commission, if dissatisfied with the decision the State Interests and Governance Authority; and
- (c) Appeal to the President, if dissatisfied with the decision of the Public Services Commission.

10.3.3 The Board may also review the criteria used for the evaluation at least every two years, where necessary.



## CHAPTER ELEVEN

### 11.0 ETHICAL STANDARDS

The Board shall be guided by ethical codes that define the moral standards of behaviour that need to be respected by all Board members in their dealings with internal and external stakeholders.

In establishing and ensuring that its moral standards are appropriately practiced, the Board shall:

- (a) establish values to support the vision and mission of the Authority;
- (b) establish principles and ethical standards of professional practices within the Authority;
- (c) ensure communication of ethical standards to all staff of the Authority;
- (d) ensure appropriate training on ethical standards;
- (e) monitor ethical behaviour of the staff through appropriate reporting procedures;
- (f) eschew unethical behaviour and lead by example; and
- (g) ensure that all unethical practices by the staff are sanctioned.

#### 11.1 Ethical Standards for Board members

11.1.1 Board members shall ethically conduct themselves to the Board, staff, government, clients'/service providers, and civil society in the following manner:

- i. To the Board, by:
  - (a) exhibiting character of personal integrity;
  - (b) showing loyalty to the Board;
  - (c) handling information with confidentiality;
  - (d) avoiding abuse of corporate resources (e.g. vehicles, accommodation);
  - (e) avoiding abuse of power; and
  - (f) limiting their demands to terms and conditions of their appointment.
- ii. To staff of the Board, by:
  - (a) dealing courteously with the staff;
  - (b) giving fair and adequate compensation;
  - (c) providing staff with safe working conditions; and
  - (d) respecting the rights of staff irrespective of ethnicity, sex, religion, disability, experience and education.
- iii. To the government, by:
  - (a) reporting accurately to the sector Minister, SIGA or other appropriate authorities as defined by law;
  - (b) carrying out their duties with due diligence; and
  - (c) adhering to confidentiality rules.



- iv. To clients of the Authority, by:
  - (a) ensuring that clients are provided with avenue of lodging complaints about the behaviour of staff;
  - (b) ensuring that clients are provided with all the information they need to enable them transact business with the Authority; and
  - (c) ensuring that any acts of bribery or corruption are discouraged.
- v. To service providers of the Authority, by:
  - (a) ensuring the termination of dealings with service providers who engage in acts of bribery and corruption;
  - (b) ensuring effective structures for quality assurance;
  - (c) avoiding any relationship that will tarnish the image of the Authority; and
  - (d) ensuring effective structures in place to prevent bribery and corruption.
- vi. To civil society, by:
  - (a) ensuring that due attention is given to safety and environmental issues; and
  - (b) ensuring that the Authority engages in corporate social responsibility.

## 11.2 **Conflict of Interest**

11.2.1 As stated in Section 3.2 (1e) of this Charter, Board members are to take care not to put themselves in a position where there is a potential conflict between personal interest and duties to the Authority.

11.2.2 Such conflict of interest may arise in several forms including instances where a Board member:

- (a) uses for his/her own advantage any money or property of the Authority.
- (b) uses for his/her personal advantage, confidential information or special knowledge obtained by him or her in his/her capacity as a Board member.
- (c) is interested directly or indirectly in any business which competes with that of the Authority.
- (d) is interested directly or indirectly in any contract or other transactions entered into by the Authority.

## 11.3 **Addressing Conflict of Interest**

11.3.1 The Board in addressing cases of conflict of interest shall be guided by the Guidelines on Conflict of Interest set by the Commission on Human Rights and Administrative Justice (CHRAJ).

The measures to address conflict of interest cases include the following:

- (a) A member who has an interest in a matter being dealt with by the Authority shall disclose in writing to the Board the nature of that interest;



- (b) The Board member shall not participate in any discussion concerning the matter in which he/she has shown interest;
- (c) Conflict of interest issues shall be resolved by members who are not in conflict;
- (d) Members with persistent conflict of interest must resign from the Board.

#### 11.4 **Sanctions**

- 11.4.1 Where a Board member violates the Code of Ethics, the Board shall determine appropriate disciplinary procedures and sanctions to address the violation and unethical behaviour in accordance with prevailing CHRAJ guidelines on Code of Conduct and Ethics for Public Officers of Ghana.

#### 11.5 **Board Independence**

- 11.5.1 To enhance independence, the Board shall avail an environment that ensures the members are critical and independent of one another so as to promote independent and objective judgement.

#### 11.6 **Confidentiality**

- 11.6.1 Pursuant to section 3.1, Confidential Information means all data and information relating to the business, management and affairs of the Authority, its partners, who are, or come to be, in the possession of a Board member by virtue of his office as a Board member and which is not in the public domain.
- 11.6.2 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.
- 11.6.3 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 business of FDA, 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.
- 11.6.4 A Board member may disclose such information to fellow members as well as to staff members of FDA who, in view of their activities for FDA should be informed of the information.
- 11.6.5 A Board member shall not use such confidential information for personal benefit.



11.7 **Access to Information and Independent Advice**

11.7.1 The Board may from time to time require independent legal, financial, governance or other expert advice. To facilitate this, the Board shall ensure members obtain external advice, as may be required, at FDA's expense and shall invite senior management to provide technical advice as needed.

11.7.2 The Board shall establish procedures to allow its members access to relevant, accurate and complete information and professional advice in order to discharge its duties effectively.

11.8 **Social Accountability/Relationship with Stakeholders**

11.8.1 The Board shall have a stakeholder-inclusive approach and will be responsible for giving due consideration to the legitimate interests and expectations of the Authority's stakeholders in its deliberations, decisions, and actions.

11.8.2 The Board shall establish effective communication with the Authority's stakeholders including the media as may be appropriate.



## CHAPTER TWELVE

### 12.0 MISCELLANEOUS

#### 12.1 Amendment and Revocation

12.1.1 This Charter may be altered or revoked at any meeting of the Board of which an agenda, including the wording of the revocation or alteration as proposed.

#### 12.2 Interpretation

12.2.1 This Charter shall be interpreted in accordance with the laws of Ghana.


12.2.2 In case of any ambiguity in interpreting any part of this Board Charter, the Board shall decide in relation thereto.

12.2.3 Where there is a conflict between this Charter and the Public Health Act 2012, (Act851) or any applicable legislation, Act 851 or the legislation in question shall prevail.


#### 12.3 Review of Board Charter

12.3.1 This Charter is subject to review by the Board every four (4) years from the date of its adoption or earlier, if necessary.

Signed:

  
.....  
**CHAIRMAN,**  
**FOOD AND DRUGS AUTHORITY**

Witnessed:

  
.....  
**CHIEF EXECUTIVE OFFICER,**  
**FOOD AND DRUGS AUTHORITY**



## REFERENCES

1. 1992 Constitution of the Republic of Ghana
2. Code of Conduct and Ethics for Public Officers of Ghana, CHRAJ
3. Corporate Governance Guidelines for SOEs, CACG
4. Corporate Governance Manual for Governing Boards/Councils of the Ghana Public Service, PSC, 2015
5. Guidelines on Conflict of Interest, CHRAJ
6. Human Resources Policy Framework and Manual, PSC, 2013
7. Internal Audit Agency Act, 2003 (Act 658)
8. Labour Act, 2003 (Act 651)
9. Public Financial Management Regulations, 2019 (L.I. 2378)
10. Public Financial Management Act, 2016 (Act 921)
11. Public Procurement (Amendment) Act, 2016 (Act 914)
12. Public Procurement Act, 2003 (Act 663)
13. State Interests and Governance Authority Act, 2019 (Act 990)
14. The Public Health Act 2012, (Act 851).