**MAURITIUS SOCIETY OF AUTHORS**

**BOARD CHARTER**

1. **Introduction**

The Charter sets the framework for the composition, responsibilities, duties, powers, authority, and accountability of the Board of the Mauritius Society of Authors (MASA). The Charter is to be read with the Copyright Act 2014 as amended and, the Rules and the Statutes of MASA. The Charter embodies the code of conduct for Board members and a commitment to comply with the Mauritius Code of Good Governance 2016 and international best practice. The Charter shall be published on the website of MASA.

1. **Roles and Responsibilities**

The roles and responsibilities of the Board shall be in accordance with the provisions of the Copyright Act and the Statutes of MASA.

1. **Responsibilities of the Chairperson**
   1. The Chairperson of the Board is primarily responsible for the activities of the Board and its committees. The Chairperson shall act as the spokesman for the Board and is the principal contact for the Director regarding all matters concerning MASA.
   2. The Chairperson of the Board shall preside over the general meeting of members (copyright owners).
   3. The Chairperson shall ensure that:
2. Board members, when appointed, participate in an induction program and as needed, in supplementary training programs;
3. Board members receive all information and documents necessary for them to perform their duties;
4. The agendas of Board meetings are determined;
5. The Board meetings are chaired in an effective manner;
6. The Board has sufficient time for consultation and decision-making;
7. Minutes of Board and committee meetings are kept;
8. The Board and committees function properly;
9. Consultations be held with external advisors appointed by the Board;
10. The performance of the Board members is evaluated every year;
11. The Board has proper contact with the Director and the Management team.
12. **Secretary to the Board**
    1. A Secretary to the Board shall be appointed by the Board and shall for every meeting of the Board and committee give notice to members and keep minutes of proceedings and carry out such other duties as the Board may assign to him/her. The Secretary may be removed by the Board in case of gross misconduct or poor performance.
    2. The Secretary to the Board shall assist the Chairperson of the Board in organizing the Board’s activities (including providing information, preparing an agenda, reporting of meetings, evaluations, and training programs).
    3. It is compulsory for the Secretary to the Board to sign the MASA Code of Ethics and Conducts for Employees and shall always ensure confidentiality.
    4. The Board shall designate a staff of MASA to act as Secretary on a temporary basis in the absence of the Secretary to the Board.
13. **Establishment of Committees**
    1. The Board shall set up such committees to assist it in the discharge of its functions and the exercise of its powers. Each committee shall have its own terms of reference. The composition and the terms of reference shall be published on the website of MASA.
    2. All recommendations made by the committees shall be reported to the Board by the Chairperson of the committee for consideration.
    3. The Chairperson of the Board shall not be the Chairperson of any of the committees.
14. **Duties and Powers**
    1. The Board shall oversee the general business of MASA. The entire Board is responsible for such supervision and oversight.
    2. The Board shall act in the best interests of MASA taking into consideration the interests of the members (copyright owners), the employees and other stakeholders.
    3. It is the duty and responsibility of members of the Board to act in the interests of MASA irrespective of the party who nominated them.
    4. The Chairperson, the Director and the Secretary to the Board shall ensure that the Board and its committees be provided with the information and papers they need to properly function in a timely manner.
    5. Members of the Board shall have access to the books and records of MASA if same is useful to perform their duties. The consent of the Chairperson should be requested for this purpose. The Secretary to the Board shall help members in this respect.
    6. The Board shall supervise the following :
15. the achievement of the organisation’s objectives;
16. the strategy and risks in the organisation’s activities;
17. the structure and operation of the internal risk management, and audit and control systems;
18. the financial reporting process;
19. compliance with law, rules and regulations; and
20. financial reporting.
    1. The Board shall, at least once a year, discuss MASA’s strategy and business risks, the Management’s assessment of the internal risk management and control systems, and any significant changes to such systems.
    2. The Board shall, at least once a year, evaluate its own activities and those of its members, the effectiveness of such activities, and the composition of its committees.
    3. The Board shall draw up an annual report describing its activities in the financial year, and containing the statements and information required by the Copyright Act and the Statutes of MASA.
    4. The Board, in consultation with the Good Governance/Audit Committee, shall supervise compliance with written procedures for the preparation and publication of the annual report and accounts. The Board, through the Good Governance/Audit Committee, shall also supervise the internal control and audit mechanisms for external financial reporting.
21. **Board Meetings** 
    1. The Board shall meet as often as necessary. Meetings of the Board are called by the Chairperson. The agenda for a meeting shall be sent to all members in writing at least five calendar days before the meeting by the Secretary to the Board. For each item on the agenda, an explanation in writing shall be provided and related documentation shall be attached.
    2. The Chairperson of the Board shall have consultations with the Director and the Secretary to the Board prior to convening the meeting on the content of the agenda.
    3. The agenda of the meeting may be amended by majority vote at the beginning of the meeting upon motion by the Chairperson or by any member of the Board.
    4. A Board member may request that an item be listed on the agenda. Such request shall be addressed to the Secretary to the Board in writing and shall be approved by the Chairperson of the Board.
    5. Board meetings are generally held at the offices of MASA but may also take place elsewhere, if necessary. Meetings of the Board may be held by conference call, video conference or by any other means of communication. A member may also opt to attend the meeting via visio-conference in exceptional circumstances.
22. **Attendance of and Admittance to Meetings** 
    1. The Director, even if he/she is not a member of the Board, shall attend Board meetings unless the Board instructs him/her not to attend. If requested by the Board, other senior staff shall also attend meetings of the Board in whole or in part.
    2. The admission to a meeting of persons other than Board members, the Director, the Secretary to the Board and, if invited, other senior staffs or resource persons shall be decided by majority vote of the Board members present at the meeting.
23. **Chairperson of the Meeting**

Board meetings shall be presided over by the Chairperson of the Board or, in his/her absence, any Board member as designated by majority vote of the Board members present at the meeting.

1. **Decision-Making**
   1. The Board members shall try to unanimously adopt resolutions. Dissenting opinions shall be recorded in the minutes when unanimity cannot be reached.
   2. Each Board member has the right to one vote. In case of equality of votes, the Chairperson shall have a casting vote.
   3. Resolutions of the Board are adopted during the meetings of the Board or via written resolution. The approval of all members shall be secured for written resolution.
   4. Minutes of proceedings shall be drawn for each meeting and same shall be signed by the Chairperson of the Board and the Secretary to the Board upon approval in the next meeting. Each Board member shall have to right to receive a signed copy of the minutes.
   5. The resolutions adopted during a meeting of the Board shall be recorded via a memorandum and transmitted to the Director and Management team. Where necessary, the resolutions shall be published on the website of MASA.
2. **Conflict of Interests**
   1. Members of the Board shall report any conflict of interest or potential conflict of interest to the Chairperson on any matter listed on the agenda of the meeting of the Board.
   2. A conflict of interests register shall be kept by the Secretary to the Board.
3. **Confidentiality**

The deliberations of the meetings of the Board shall be privileged and confidential. However, the resolutions may be communicated to authorised and concerned parties.

1. **Amendments**

The Charter may be amended as and when required by the Board.

1. **Miscellaneous**

Any matter not listed under this Charter shall be dealt with in accordance with the Copyright Act, the Rules, and the Statutes of MASA or as the Board may be legally advised.

***Approved by the Board on 24 March 2023***