

# 2019 MIAF ADVISORY COMMITTEE VACANCIES

## 1. HUMAN RESOURCES COMMITTEE

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The Human Resources Committee has overall oversight responsibility for monitoring and assessing the compensation policies of the Foundation, so that the Foundation can attract, motivate and retain competent executive personnel required to meet its business and strategy objectives.

### Duties

- a) Review with the Director the broad remuneration policy and recommend any changes to the Board for consideration.
- b) In consultation with the Directorate, review and recommend to the Board for consideration any significant changes to the Foundation's overall compensation strategy.
- c) Review and make recommendations to the Board with respect to the compensation of the Foundation's Board.
- d) Annually or whenever necessary, review the recommendations of the Directorate concerning overall compensation, short and long-term incentives and other conditions of employment of the Foundation's staff and make recommendations to the Board for consideration.
- e) Ensure that human resources and compensation plan risks are appropriately identified, assessed, managed and implemented.
- f) Monitor the Foundation's compliance to relevant labour laws.
- g) The Committee shall, in consultation with the Directorate, produce an annual Human Resources and Compensation management report for inclusion in the annual report.

### Skills and experience required in:

- HR/Management
- Employment and best practices
- Strategic/operational planning
- Policymaking
- Experience working with NPO organisations

## 2. RISK MANAGEMENT COMMITTEE

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The overall purpose of this committee is to acquire the widest view possible of potential risks to the Foundation and to recommend solutions for identified risks with a view to ensure that the Foundation's risks are effectively managed.

### Duties

- a) Identifying and measuring risks facing the Foundation, including but not limited to legal risks, business/financial or funding risks, and safety and sustainability issues.
- b) Recommending to the Board effective risk management frameworks and internal control systems.
- c) Monitoring legal and regulatory compliance, including compliance with applicable copyright, financial and labour laws
- d) Monitoring the implementation of set risk management plans
- e) Reviewing and re-evaluating the effectiveness of set plans and proposing necessary changes to the Board.
- f) Examining and determining the sufficiency of the Foundation's internal processes for reporting on and managing key risk areas.
- g) Assessing and recommending to the Board acceptable levels of risk.
- h) The Committee shall, in consultation with the Directorate, produce an annual Risk management report for inclusion in the Annual Report of the Foundation.
- i) The Committee may, at the request of the Board or on its own initiative, investigate such other matters as it considers necessary or appropriate in the circumstances.
- j) Support treasurer in the review of the MIAF's management accounts, financial statements and audits.

### Skills and experience required in:

- Risk assessment and management
- Strategic /operational planning
- Policymaking
- Experience working with/in NPO organisations

### **3. MEMBERSHIP COMMITTEE**

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The Membership committee oversees formulation and implementation of membership strategies and policy, while ensuring that membership processes adhere to regulations stipulated in the Constitution of the Foundation.

#### **Duties**

- a) Review and make recommendations to the Board with respect to the broader membership plan
- b) Identify new member benefits and continuously review the value of services offered by the Foundation to its membership
- c) Review and make recommendations to the Board with respect to membership fee structures and payment processes.
- d) Review and approve new members monthly.
- e) Maintain an informed overview of all the Foundation's constitution and bylaws and membership terms.
- f) The Committee shall, in consultation with the Directorate, produce an annual report for inclusion in the annual report.

#### **Skills and experience required skills:**

- Strategic/operational planning
- Policymaking
- Employment and best practice
- Experience working with NPO organisations



## **ADDITIONAL NOTES: GENERAL GUIDELINES FOR COMMITTEES**

### **Definition**

A committee is as a body of individuals appointed by the Music In Africa Management Board to assist the Board in its work, on an advisory level.

### **Committee composition**

In general committees shall comprise members with the necessary blend of skills, competencies and attributes, including the following critical aspects:

- a thorough knowledge of the Foundation's mandate, operations, principles and their application.
- the ability to act independently and objectively in the interest of the Foundation; and
- Strong experience on the fundamental challenges that a Committee is set up to address.

Committees shall consist of as many members as the Board shall determine, but in any event not fewer than three members.

If a committee member is unable to carry out her or his functions, or ceases to be a committee member, a new committee member will be appointed by the Board for the remainder of the original committee member's term.

At any time a committee shall not have more than two members from the same company. No member shall serve on more than two (2) committees at the same time. The Chairperson of the Management Board may be an ad-hoc, non-voting member of all committees set by the BOARD, unless otherwise specified in the relevant Policy

### **Chairmanship**

Each committee, in consultation with the Chairperson of the Board, shall appoint a Chairperson and a vice-Chairperson, from amongst its members. The board will approve all chairperson appointments.

### **Terms of reference**

The Board shall adopt terms of reference of each committee and update them accordingly. Committee terms of reference will specify whether the committee is a standing committee or an ad hoc committee and in the case of the latter, the duration of the committee.



## **Appointments**

- Committee vacancies will be announced by the Directorate together with additional information and required skills to allow interested members to apply or nominate other members.
- Applications for available committee membership shall be made to the Directorate which shall escalate such applications to the Board. Directorate may seek whatever information is necessary to determine the applicant's eligibility.
- The Chairperson, with input from Board and Directorate and subject to the approval of the Board, shall appoint members of Committees, including the chairperson and vice-chairperson.

## **Terms**

- Appointed committee members shall serve for a period of two (2) years, but shall be eligible for re-appointment provided they do not serve for more than six (6) years.

## **Remuneration**

- Committee membership is voluntary -members do not receive remuneration.

## **Meetings**

- Committees shall hold meetings at least two times a year or regularly as required.
- Committees meeting may also be conducted virtually.
- Committees shall communicate their recommendations in writing to the Board in reasonable time, at least no later than 30 days after a meeting.
- The Chairperson of a committee shall develop and set the committee's agenda, in consultation with other members of the committee, and appropriate members of management.
- The agenda and information concerning the business to be conducted at each committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review by Committee members
- Committee proceedings will not be disclosed or otherwise made public unless decided by the Board.

## **Roles of Committee Chairpersons**

In addition to specific roles required by the activities of individual Committees, are expected to guide their Committees and work with staff to develop necessary work plans and meeting agendas. The main responsibilities will be to:

- Report to the committee on decisions of the Board that affect the committee's work.
- Where appropriate, guide the committee in proposing new strategies or policies.



- Where appropriate, make policy recommendations to the Board Chairperson for transmission to the Board.
- Approve reports of committee meetings before their distribution.

### **Staff Support**

The Directorate will support committees with such duties as liaison between Committee chairs and the board and performing other administrative tasks.

### **Conflict of interest and Code of Ethical Conduct**

- A Code of Ethical Conduct agreement form shall be distributed for signature by Committee members and collected annually.
- A Conflict of Interest agreement shall be supplied to members and signed annually.

**These reference terms will be regularly updated by the Board as needed.**