

COMMITTEES, ROLES & REQUIREMENTS

1. HR & RISK MANAGEMENT COMMITTEE

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. The committee also 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

- I. The primary objective of the Committee is to assist the Board in discharging its responsibilities relating to the risk management activities of the Foundation.
- II. The Committee has an independent oversight role with accountability to the Board.
- III. The Committee does not assume the functions of Management of the Foundation, which functions remain the responsibility of the Foundation's executive and senior Management.
- IV. IV. Specifically, committee members shall perform the following duties:
 - a. Read all applicable documentation and gain a strong understanding of the Foundation and its needs
 - b. Meet regularly (minimum four times a year). Meetings are held virtually
 - c. Regularly attend to emails. This includes reading and contributing to documents.
 - d. Identifying and measuring risks facing the Foundation, including but not limited to legal risks, business/financial or funding risks, and safety and sustainability issues.
 - e. Recommending to the Board effective risk management frameworks and internal control systems.
 - f. Monitoring legal and regulatory compliance, including compliance with applicable copyright, financial and labour laws
 - g. Monitoring the implementation of set risk management plans
 - h. Reviewing and re-evaluating the effectiveness of set plans and proposing necessary changes to the Board.

- i. With regards to HR matters, HR issues often intersect with risk management, such as legal compliance, staff-related risks, and workplace policies. The Committee takes 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. This shall include:
 - a. Monitor the Foundation's compliance to relevant labour laws
 - b. Ensure that human resources and compensation plan risks are appropriately identified, competitive, assessed, managed and implemented.
- j. The Committee shall, in consultation with the Directorate, produce a brief report for inclusion in the Annual Report of the Foundation.
- k. 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.
- l. Support the 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
- HR/Management
- Employment and best practices
- Policymaking
- Experience working with NPO organisations

2. FUNDRAISING & MEMBERSHIP COMMITTEE

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

- I. The primary objective of the Committee is to assist the Board in discharging its responsibilities relating to the fundraising activities of the Foundation.
- II. The Committee has an independent oversight role with accountability to the Board.
- III. The Committee does not assume the functions of Management of the Foundation, which functions remain the responsibility of the Foundation's executive and senior Management.
- IV. Specifically, committee members shall perform the following duties:
 - a. Read all applicable documents and gain a strong understanding of the Foundation and its needs
 - b. Meet regularly (minimum four times a year). Meetings are held virtually
 - c. Regularly attend to emails. This includes reading and contributing to documents.
 - d. Participate in identifying and maintaining a list of existing and potential sponsors and funders.
 - e. Discuss and make meaningful recommendations to the Foundation's fundraising strategy.
 - f. Devise own fundraising strategy with clear fundraising targets and segregation of fiduciary contributions from members.
 - g. Review and approve membership applications
 - h. Identify potential funding opportunities and share with the directorate
 - i. Where necessary and possible, attend fundraising activities, networking sessions etc.
 - j. The Committee shall, in consultation with the Directorate, produce a brief report for inclusion in the Annual Report of the Foundation.
 - k. 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.

Skills and experience required in:

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

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

- I. In general committees shall comprise members with the necessary blend of skills, competencies and attributes, including the following critical aspects:
- II. A thorough knowledge of the Foundation's mandate, operations, principles and their application.
- III. The ability to act independently and objectively in the interest of the Foundation; and
- IV. Strong experience on the fundamental challenges that a Committee is set up to address.
- V. Committees shall consist of as many members as the Board shall determine, but in any event not fewer than three members.
- VI. 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.
- VII. At any time a committee shall not have more than two members from the same company.
- VIII. No member shall serve on more than two (2) committees at the same time.
- IX. 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.

Appointments

- I. 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.
- II. 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.
- III. 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

- I. Committee membership is voluntary - members do not receive remuneration. Only Committee members who are not serving on the MIAF Board receive a fixed annual expenses and related expenses (internet, telephone costs etc).

Meetings

- I. Committees shall hold meetings at least two times a year or regularly as required.
- II. Committees meeting may also be conducted virtually.
- III. Committees shall communicate their recommendations in writing to the Board in reasonable time, at least no later than 30 days after a meeting.
- IV. 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.
- V. 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
- VI. 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:

- I. Report to the committee on decisions of the Board that affect the committee's work.
- II. Where appropriate, guide the committee in proposing new strategies or policies.
- III. Where appropriate, make policy recommendations to the Board Chairperson for transmission to the Board.

- IV. 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

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

5. Attendance

- I. Professional advisors, officers or members of staff whose input may be required, may be invited to the Committee meetings, at the discretion of the Chairperson. The Chairperson may invite any person he/she deems appropriate to attend any of the meetings.
- II. Members should declare any conflict of interest.
- III. The Chairperson shall have the right to exclude from the meeting, or from any item on the agenda, any member who may be considered to have a conflict of interest.
- IV. No attendee shall have a vote at meetings of the Committee.

6. Evaluation

- I. The Committee must, annually, perform an evaluation on the effectiveness of the Committee and report the result to the Board. Appropriate action must be taken after receiving the results to ensure that improvements or recommendations are implemented.
- II. The Committee must, annually, review and reassess the adequacy and appropriateness of this Terms of Reference.

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