



# **TERMS OF REFERENCE CORPORATE GOVERNANCE COMMITTEE**



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## **TERMS OF REFERENCE CORPORATE GOVERNANCE COMMITTEE**

### **Governance Statement**

The Corporate Governance Committee (CGC) of the Broadcasting Commission of Jamaica (BCJ) exercises an independent review function to assist the Commission in fulfilling its oversight responsibilities. The Committee evaluates and monitors the adequacy of and compliance with all governance matters pursuant to the Commissions' policies.

The CGC acts to ensure that the BCJ adheres to its Corporate Governance mandate in line with the Public Bodies Management and Accountability Act (PBMAA), Broadcasting and Radio Re-Diffusion Act (BRRA) and other applicable laws, regulations and government guidelines.

The CGC will assess the BCJ's governance and compliance and provide advice and guidelines on matters brought to its attention or of its own volition.

The CGC is committed to maintaining the highest level of transparency, accountability and integrity in all its operations and will monitor the maintenance of high ethical standards of all employees and Commissioners of BCJ.

### **1. Purpose**

The Commission's Corporate Governance Committee shall:

- a. Monitor compliance with applicable laws and regulations.
- b. Oversee the performance evaluation of the Commission and monitor the execution of action items that arise.
- c. Develop and recommend amendments to the Commission's governance policies and principles.
- d. Review the organization and operational performance of the Commission's Committees.
- e. Review and recommend short development programmes related to new standards or regulatory developments, including but not limited to, corporate governance and accounting standards, which can assist Commissioners to properly discharge their role and function. This must be done in line with the approved budget.
- f. Ensure all new Commissioners go through an appropriate orientation programme.

- g. Ensure that the appropriate interface exists and is maintained between the Commission and Management.
- h. Monitor the conduct of the BCJ's operations to ensure adherence to principles of good corporate citizenship and that all operations are in line with the Public Sector Corporate Governance Framework.
- i. Review annually the competency profile of the Commission for submission to the Permanent Secretary.

## **2. Membership**

- a. The members of the Committee shall be no fewer than three (3) nor more than five (5) members, with Commissioners forming the majority.
- b. The Chairman of the Commission shall appoint the Chairman of the Committee who should be a Commissioner competent in the area of Corporate Governance.
- c. The members of the Committee shall be approved by the Commission.
- d. The Chairman of the Commission shall not be a member of the Committee.
- e. A Committee member shall resign by giving at least one (1) month's notice in writing to the Chairman of the Committee, which shall be copied to the Chairman of the Commission.
- f. Membership of the Committee may, with the approval of the Chairman of the Commission, be terminated for failure to attend three consecutive meetings where no valid excuse has been provided; or for any other reason deemed valid by the Committee.

## **3. Co-opted Members and Attendees**

- a. The Commission may co-opt no more than two (2) external individuals with the requisite qualifications and experience to aid the Committee in the execution of its role and responsibilities.
- b. Every co-opted member shall have all the rights and responsibilities of the other members of the Committee concerning the work of the Committee.
- c. The Executive Director shall be an attendee at all Committee meetings.

#### 4. Committee Secretary

The Corporate Secretary shall be the Secretary of the Committee.

The Secretary shall:

- a. Give to each member of the Committee notice of the venue, time and date of each meeting, at least **five (5)** days prior to the meeting date;
- b. Prepare the agenda for each meeting and review the supporting papers;
- c. Circulate meeting documents to members at least **three (3)** days before the meeting date;
- d. Prepare the minutes of the meetings and all other reports as directed by the Chairman;
- e. Keep detailed records of the Committee's meetings;
- f. Collect and circulate information necessary for the proper functioning of the Committee; and
- g. Have such other duties as may be assigned by the Committee.

#### 5. Meetings, Quorum and Procedures

- a. The CGC will determine its own rules of procedure, provided they are consistent with the regulations that govern the Commission and the organization, generally.
- b. The CGC will meet at least twice annually and more frequently as circumstances require.
- c. The Chair of the CGC or a majority of the members of the Corporate Governance Committee may call a special meeting of the CGC.
- d. Three (3) members of the CGC will constitute a quorum and this must include at least two (2) Commissioners.
- e. The CGC may form sub-committees for any purpose that the CGC deems appropriate and may delegate to such sub-committees such power and authority as the CGC deems appropriate. No sub-committee should consist of fewer than two members.
- f. Senior Management or other persons, whose advice and counsel are sought by the CGC, may attend meetings of the Committee to provide such pertinent information as the CGC requests.
- g. The CGC shall keep written minutes of its meeting, which minutes shall be maintained with the records of the Commission.
- h. An annual Corporate Governance statement, which speaks to the state of the BCJ's overall Governance, will be included in the BCJ's Annual Report.

## 6. Responsibilities and Duties

The CGC will have the following duties and responsibilities:

### ***a. Monitor Adherence to Laws & Regulations***

- i. To ensure that the Commission is, and remains in compliance with the Public Bodies Management & Accountability Act 2001; the Broadcasting and Radio Re-diffusion Act, the Corporate Governance Framework for Public Bodies and all other applicable and relevant laws and regulations.

### ***b. Recommend and Review Policies***

- i. To develop and periodically review changes to the Corporate Governance Principles and Policies that will guide the Commission in the execution of their responsibilities. The CGC will ensure that such principles and policies are appropriate to the BCJ's business, and comply with applicable laws, and regulations.
- ii. To create and monitor a Code of Business Conduct and Ethics for Commissioners and employees, and to periodically review such code and recommend and approve any changes as required.
- iii. To consider any other corporate governance issues that arises from time to time, and to develop appropriate policy recommendations for the Commission.

### ***c. Assessment / Evaluation of Commission***

- i. To promote the qualities and characteristics needed by the Commission to effectively execute its corporate governance responsibilities, especially when reviewing changes to the Commission Committees. These will include:
  - a) Maturity of judgment
  - b) Experience
  - c) Range of Professional Skills
  - d) Accountability
  - e) Integrity
  - f) Financial Literacy
  - g) High-Performance Standards
  - h) Time Available to the Commission
  - i) Industry Knowledge
  - j) Networking/Contacts
  - k) Degree of Independence

- ii. With a view to supporting the Permanent Secretary in discharging his/her responsibilities for a competency profile, the CGC will do a periodic review of the existing skills and competencies of the Commission, identifying gaps and submitting same to the Commission for approval. The CGC review should take into consideration the following experience and skills in areas such as:
  - a) Accounting & Finance
  - b) Business
  - c) Law
  - d) Content management and analysis
  - e) Data management and programming
  - f) Programme scheduling
  - g) International Industry Trends and Standards
  - h) Leadership
  - i) Strategic Visioning
  - j) Information Communication Technology
  - k) Broadcasting and Electronic media
  - l) Network & Spectrum management engineer
- iii. To develop and oversee evaluations/assessments of the performance of the Commission.
- iv. To review and approve Commissioners to be selected for chairmanship and/or membership on, or removal from, the various Committees based on performance evaluation.
- v. To review and approve appropriate BCJ related short development programmes for Commissioners, within budget, that will assist the Commission to properly discharge their role and function.
- vi. To ensure appropriate orientation of new Commissioners, in order to improve Member's ability to contribute effectively to the deliberations of the Commission.

***d. Corporate Social Responsibility (CSR)***

- i. The CGC will review and approve CSR initiatives in line with the Commissions' CSR Policy ensuring that each initiative adds value to the Commission and supports the vision and mission of BCJ and is within budget.

***e. Self-Evaluation***

- i. The CGC shall periodically conduct a self-evaluation of its performance.

- ii. In conducting this review, the CGC will also evaluate whether this term of reference appropriately addresses the matters including but not limited to attendance and participation, or should be within its scope.
- iii. In conducting this review, the CGC will address all matters that it considers relevant to its performance, including at least the following:
  - a) The adequacy, appropriateness and quality of its information and recommendations to the Commission;
  - b) The manner in which they were discussed or debated; and
  - c) Whether the number and length of meetings are adequate for the CGC to complete its work in a thorough and thoughtful manner.
- iv. The CGC will provide the Commission with a written report of the results of its self-evaluation, including any recommended amendments to this term of reference.

## **7. REPORTING RESPONSIBILITIES**

The Committee shall submit a report on the Committee's activities, findings and related recommendations.

## **8. REMUNERATION**

The legislation makes provision for remuneration of Committee Members and this is determined according to prescribed rates as formulated by the Minister responsible for Finance.

## **9. CONFLICT OF INTEREST**

Where there is a conflict of interest, the Committee Member so affected shall declare his interest to the Chairman and the details of the conflict are to be recorded by the Committee Secretary.

The Committee Member who has a conflict of interest shall not participate in the deliberations on the particular matter and will excuse himself from the discussions in respect of those interests during the period of discussion of the matter.



## **10. CONFIDENTIALITY OF COMMITTEE INFORMATION**

All information received by the Committee is confidential and is the property of the Broadcasting Commission and cannot be disclosed to parties outside of the organisation without prior approval of the Commission.

The decisions or recommendations of the Committee are to be communicated by the Committee Secretary to the Executive Director for action.

## **11. REVIEW AND ASSESSMENT OF CHARTER**

The Commission will conduct a review and assessment of the CGC terms of reference at least every 2 years in such manner as the Commission deems fit.



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