



COMMISSION'S CHARTER

TABLE OF CONTENTS

PREAMBLE.....	3
CORPORATE GOVERNANCE FRAMEWORK.....	4
GOVERNANCE STATEMENT.....	4
COMMISSION'S MANDATE.....	5
COMMISSION COMPOSITION; APPOINTMENT & TERM.....	6
CHAIRMAN OF THE COMMISSION.....	10
COMMISSIONERS.....	11
CONFLICTS OF INTEREST OF COMMISSIONERS.....	13
CONFIDENTIALITY.....	14
REMUNERATION OF COMMISSIONERS.....	15
CORPORATE SECRETARY.....	15
COMMITTEES, MEMBERSHIP & REPORTING.....	16
DUTIES AND PERFORMANCE OF THE COMMISSION.....	18
DUTIES REGARDING THE SUPERVISION OF MANAGEMENT.....	19
ANNUAL EVALUATION.....	20
SUPERVISION OF FINANCIAL REPORTING.....	20
DUTIES REGARDING APPOINTMENT AND ASSESSMENT OF EXTERNAL AUDITOR.....	21
STRUCTURE OF COMMISSION MEETINGS.....	23
VENUE, FREQUENCY OF MEETINGS & ATTENDANCE.....	23
MEETING ATTENDANCE & PREPARATION.....	24
COMMUNICATION.....	24
MINUTES, RESOLUTIONS & PREFERENCE FOR UNANIMITY.....	24
MISCELLANEOUS.....	26

PREAMBLE:

The Broadcasting Commission (hereinafter called the Commission or the Organisation) is a body corporate established by virtue of the Broadcasting and Radio Re-Diffusion Act ("The Act").

The statutory functions of the Commission as set out in section 16 of the Act are:

- (a) to advise the Minister on any matter within its knowledge or on which the Minister may seek its advice including the terms and conditions on which licences may be granted and the allocation of time to broadcasting of programmes which are of Jamaican origin or performed by Jamaicans or which are particularly relevant or significant to Jamaica;
- (b) to conduct, or cause to be conducted, surveys for the purpose of ascertaining the extent to which matter transmitted or relayed from any station operated by a licensee is being received, or is capable of being received, in any geographical area within Jamaica;
- (c) to undertake, sponsor, or assist in research relating to any class or classes of operations which may be subject to control or regulation under this Act;
- (d) to establish a system for monitoring transmissions by licensees,
 - (i) whether by the Commission with the aid of mechanical or electronic means, or by securing the services of persons for that purpose, or
 - (ii) by requiring licensees to keep tape recordings of their broadcasts and submit them to the Commission;
- (e) to monitor the operations of licensees;
- (f) to receive and investigate complaints in relation to any matter under the Act.

This Charter is prepared on the basis of and incorporates certain provisions of the Broadcasting and Radio Re-Diffusion Act, Public Bodies Management and Accountability Act and the Corporate Governance Framework for Public Bodies. This Charter is to be read in tandem with the Terms of Reference (TOR) of the various committees as well as those of the Chairman, Executive Director and Secretary which TORs have been adopted by the Commission.

The Constitution of the Broadcasting Commission (herein referred to as "the Constitution") is outlined in the First Schedule of the Act; and this document shall not supersede the Constitution of the Commission but shall be read in conjunction therewith.

1. CORPORATE GOVERNANCE FRAMEWORK¹:

The Corporate Governance Framework for Public Bodies in Jamaica provides that:

"The Board is collectively responsible for strategic management and oversight, serves as the focal point for Corporate Governance and is accountable to the Responsible Minister & Shareholder representatives.

The Board is responsible to ensure compliance with the Public Bodies Management & Accountability Act, and other applicable legislation and Government of Jamaica policies."

2. GOVERNANCE STATEMENT:

- 2.1. The operations of the Commission are structured to ensure compliance with the Act and the Public Bodies Management and Accountability Act.
- 2.2. The Commission, through the Chairman, works closely with the Responsible Minister of Government who has the power to issue general directions on matters of policy.
- 2.3. The Commission is committed to maintaining the highest level of transparency, accountability and integrity in all its operations and will ensure the maintenance of high ethical standards by all members and employees of the Commission which are in tandem with the organization's core values of:
 - Accountability
 - Professionalism
 - Transparency
 - Fairness
- 2.4. Each Commissioner is required to act honestly and in good faith and to ensure that the Organisation carries out activities within its prescribed purpose. Additionally, the Commissioners have collective responsibility for all strategic decisions made by the Commission.

3. COMMISSION'S MANDATE:

¹See section 6 of the Public Bodies Management & Accountability Act which requires Boards of Directors to establish appropriate corporate governance policies and procedures.

The Commissioners shall supervise the management of the Broadcasting Commission's business and affairs, and shall take a leadership role in the development of the Commission's strategic direction. More specifically, the Commissioners' mandate includes:

- (a) setting the Commission's values and ethical standards and ensuring that its obligations to stakeholders are understood and met;
- (b) regularly reviewing with Management the strategic environment, the emergence of new risks and opportunities and the implications for strategic direction;
- (c) approving strategic plans that take into account the Broadcasting Commission's major risks and opportunities and overseeing the management of those risks;
- (d) facilitating discussions and approval of financial operations, policy issues, corporate governance principles and all other matters relating to the effective and efficient operations of the Commission;
- (e) facilitating effective governance of the affairs of the Commission;
- (f) putting policies in place to ensure the Commission is duly diligent in meeting all requirements and obligations under law;
- (g) appointing, monitoring and assessing the performance of the Executive Director; charging the Executive Director with the general management and direction of the business and the affairs of the Commission;
- (h) ensuring the formulation, development and implementation of succession planning and evaluation for all senior management;
- (i) ensuring that adequate and effective policies and systems are in place to monitor financial reporting, internal controls and risk management processes;
- (j) reviewing and approving the administrative and operational structure of the Organisation;
- (k) providing systematic reviews of systems and structures in place at the Organisation;
- (l) establishing and monitoring annual targets for the Commission in line with the long term goals of the Organisation and maintaining oversight of the general business of the Commission;

- (m) approving the annual budget and financial statements/accounts and monitoring financial performance to ensure the financial viability of the Commission and the efficient and effective use of its resources;
- (n) ensuring that the integrity and core values of the Organisation are maintained;
- (o) establishing and maintaining a policy of Commissioner orientation for all new Commissioners; and
- (p) providing Commissioner development programmes as required.

4. COMMISSION COMPOSITION; APPOINTMENT, TERM, QUORUM & TRAINING:

4.1. COMMISSION PROFILE, SIZE, AND INDEPENDENCE:

4.1.1 Commission Profile:

The Commission, through the Corporate Governance Committee, shall support the Permanent Secretary by preparing a profile of its composition, considering the nature of the Commission's business, and the desired expertise and background of the Commissioners (the "Commission Competency Profile"). The Commission Profile shall be submitted to the Responsible Minister.

4.1.2. Number of Members²:

The Commission shall consist of not less than five nor more than nine members. The members are herein referred to as the "Commissioners".

4.1.3. General Comportment:

The Commission shall use its best efforts to ensure that:

- (a) its members can act critically and independently of one another;
- (b) each Commissioner can assess the broad outline of the Commission's overall policy;

² Broadcasting Commission Constitution: section 1

- (c) each Commissioner's expertise is fully utilized in the performance of his or her role as Commissioner;
- (d) the Commission matches the Commission Profile; and
- (e) all members of the Commission are independent.

4.1.4. Independence of Commissioners:

An independent Commissioner is a Commissioner who:

- (a) is not, and has not been, employed by the Commission or any of its related entities at any time during the past three years;
- (b) is not, and has not been affiliated with an entity that acts as an advisor or consultant to the Commission, nor is not and has not acted in such capacity at any time during the past three years;
- (c) is not, and has not been affiliated with any licensee, significant supplier, contractor or beneficiary of the Commission at any time during the past three years. A significant supplier, contractor or beneficiary is one that makes payments to, or receives payments from the Commission for goods or services in an amount to be agreed upon.
- (d) does not currently have, nor has had any personal service contracts with the Commission or its senior management at any time during the past three years;
- (e) does not receive and has not received any additional remuneration from the Commission apart from a Commissioner's remuneration, nor participates in the Commission's performance-related payment plans;
- (f) the Commissioner's remuneration for serving on the Commission does not constitute a significant portion of his or her annual income;
- (g) is not a member of the immediate family of any individual who is, or had been at any time during the past three years, employed by the Commission as an executive officer;
- (h) is not, nor has been at any time during the past three years, affiliated with or employed by a present or former auditor of the Commission; and
- (i) has not been a Commissioner for more than ten years.

4.2. COMMISSION APPOINTMENT, TRAINING, QUORUM AND TERM :

4.2.1. Appointment of Commissioners:

- (a) The Commissioners shall be appointed by the Governor General after consultation with the Prime Minister and the Leader of the Opposition, and their names shall be published in the Gazette.³
- (b) The Governor- General after consultation with the Prime Minister and the Leader of the Opposition, shall appoint one of the members of the Commission to be Chairman of the Commission.⁴
- (c) Sole power to revoke an appointment to the Commission resides in the Governor General on the recommendation by Parliament by means of a resolution of each House of Parliament approved by not less than two-thirds of all the members of that House.
- (d) Upon being selected for appointment, each Commissioner may receive an Instrument of Appointment stating the period of his or her appointment.
- (e) Upon being selected for appointment, each Commissioner shall receive from the BCJ an introductory letter detailing his or her responsibilities and other matters relating to the Commission.
- (f) The validity of any proceedings of the Commission shall not be affected by any vacancy among the Commissioners or by any defect in the appointment of a Commissioner⁵.

³ Commission's Constitution sections 1 & 4.

⁴ Commission's Constitution section 1(2).

⁵ Commission's Constitution section 5(7).

4.2.2. INDUCTION PROGRAMME, ONGOING TRAINING AND EDUCATION: Commission Induction Programme:

- (a) Upon appointment, each Commissioner shall participate in an induction programme that covers the Commission's strategy, general financial and legal affairs, financial and regulatory reporting by the Commission, any specific aspects unique to the Commission and its activities, and the responsibilities and expectations of a Commissioner.
- (b) The training of Commissioners is critical to ensure the maintenance of good governance. The Commission through the Corporate Governance Committee, will recommend such training for Commissioners as is necessary for them to maintain the knowledge and expertise required to understand the operations of the Commission and to properly discharge their role and function as Commissioners. The cost of such Commissioner training shall be as agreed by the Commission and included in the budget for the year.

Annual Review of Training:

- (c) The Commission shall conduct an annual review to identify any area where the Commissioners require further training or education.

Costs to Commission:

- (d) The costs of the induction course and any training or education shall be paid for by the Commission.

4.2.3. Quorum:

The quorum at any meeting of the Commission shall be three (3) Commissioners.⁶

4.2.4. Tenure of Office and Reappointment:

The appointment of a member of the Commission shall be for a period of five (5) years, specified in an instrument of appointment; and every appointed member shall be eligible for re-appointment ⁷.

⁶Commission Constitution section 5 (4).

⁷ Commission Constitution section 2 (2).

4.2.5. Resignation:

- (a) A member of the Commission, other than the Chairman, may at any time resign his or her office through instrument in writing addressed to the Governor General and transmitted through the Chairman and from the date of receipt by the Governor-General of such instrument, the Commissioner shall cease to be a Commissioner.⁸
- (b) The Chairman may at any time resign his office through instrument in writing addressed to the Governor-General and the resignation shall take effect from the date of receipt by the Governor-General.⁹
- (c) If any vacancy occurs in the appointed membership of the Commission, such vacancy shall be filled by the appointment by the Governor-General of another member of the Commission who shall in-keeping with the Constitution, hold office for the remainder of the period for which the previous appointed member was appointed.¹⁰

5. CHAIRMAN OF THE COMMISSION:

- 5.1** The Chairman of the Commission is primarily responsible for the activities of the Commission and its committees; and is the principal contact for the Executive Director who shall meet regularly with the Chairman.
- 5.2** The Chairman of the Commission is also responsible for maintaining communication protocols with the Responsible Minister, Permanent Secretary and other stakeholders as established by the Ministry of Finance & Planning.
- 5.3** The Chairman presides over the meetings of the Commission and in the absence or inability to act of the Chairman, the members present and constituting a quorum shall elect one of the members present to perform the functions of the Chairman.¹¹
- 5.4** The Chairman ensures that:
 - (a) Commissioners, when appointed, participate in an orientation programme and, as needed, additional education or training programmes;

⁸Commission Constitution section 3(1).

⁹ Commission Constitution section 3(2).

¹⁰ Commission Constitution section 2(5).

¹¹ Commission Constitution section 5(3).

- (b) the Commissioners receive all information necessary for them to perform their duties;
- (c) the Commission has sufficient time for consultation and decision-making;
- (d) the committees function properly and according to their respective Terms of Reference;
- (e) the performance of the Commissioners is evaluated at least once every year;
- (f) the Commission establishes and maintains the agreed protocols for communication with the Commission's secretariat;
- (g) the Commission establishes operating procedures for its meetings;
- (h) the Commission fulfils its duties to all key stakeholders and promotes sustainability;
- (i) the agendas of Commission meetings are in order and that minutes are kept of such meetings;
- (j) internal disputes and conflicts of interest concerning individual Commissioners are addressed and resolved; and
- (k) he or she executes his or her responsibilities in-keeping in the Chairman's Terms of Reference.

6. COMMISSIONERS:

6.1. Expectations of a Commissioner:

As a member of the Commission, each Commissioner shall:

- (a) through the exercise of due diligence, fulfil the legal requirements and obligations of a Commissioner in discharge of his/her fiduciary duties, namely: to act honestly and in good faith in the best interests of the Commission and to exercise the due diligence and skill that a reasonably prudent person would exercise in comparable circumstances;¹²
- (b) recognize the Commission's accountability to stakeholders in the governance of the Commission and ensure that the best interests of the Commission are considered paramount;
- (c) devote sufficient time to the Commission's affairs;
- (d) assist the Commission in the achievement of corporate strategic objectives;

¹² Section 17 of the Public Bodies Management & Accountability Act.

- (e) ensure that he or she and the Commission as a whole act in the best interests of the Commission rather than in the interests of an individual Commissioner or any other interests;
- (f) monitor his or her continued ability to meet these expectations; and
- (g) shall, if requested, join the Committees of the Commission.

6.2. Specific Conduct as a Commissioner:

To enable the Commission to discharge its collective responsibilities for stewardship, including oversight and strategic leadership, each Commissioner shall:

- (a) conduct himself or herself honestly, fairly, ethically and with integrity;
- (b) contribute views based on his or her unique skills and experience;
- (c) address any requests of Senior Management to the Executive Director;
- (d) monitor potential conflicts of interest he or she may have regarding any matters before the Commission; and
- (e) declare any potential conflicts promptly to the Commission and abstain from discussion and voting on any related matter

6.3. Duty to act properly:

A Commissioner who becomes aware of circumstances which are, or are likely to be perceived as likely to detract from his or her ability to act in accordance with his or her fiduciary duty, shall forthwith report such circumstances to the Commission through the Chairman or the Corporate Secretary. The need to take such action may arise in the following circumstances:

- (a) a change in affiliation or employment;
- (b) being appointed to any position that creates, or appears to create inherently conflicting responsibilities; or
- (c) being unable to attend or participate in Commission and Committee meetings consistent with the established standard.

6.4. Potential Conflicts of Interest:

Potential conflicts of interest include a personal or business interest in a matter requiring Commission decision, arising either directly (e.g. through an ownership or employment interest) or indirectly (e.g. through potential benefit from participation in a sector).

6.5. Notice of Outside Positions:

Commissioners must inform the Commission of their other positions which may be of importance to the Commission or affect the performance of their duties as a Commissioner. If the Commission determines that there is a risk of a conflict of interest, the matter shall be fully discussed by the Commission in accordance with the appropriate section of this Charter. The Corporate Secretary shall keep a list of the outside positions held by each Commissioner.

7. CONFLICTS OF INTEREST OF COMMISSIONERS:

7.1. Duty to Disclose:

Upon appointment each Commissioner shall complete a Declaration of Interest form which will be maintained by the Corporate Secretary and a copy of which shall be sent to the Responsible Minister through the Permanent Secretary. A Commissioner shall immediately report to the Commission, any conflict of interest or potential conflict of interest and shall provide all relevant information, including but not limited to, information concerning spouse, registered partner or other life companion and the details of the conflict must be recorded by the Secretary. The Commissioner concerned shall not take part in the assessment by the Commission of whether a conflict of interest exists.

7.2. Related Party Transaction:

A potential conflict of interest exists if the Commission intends to enter into a transaction with a Related Party. A '**Related Party**' includes the following:

- (a) A Commissioner of the Commission;
- (b) the Executive Director and Senior Managers of the Commission including anyone who reports directly to the Commission or the Executive Director;
- (c) the father, mother, sons, daughters, husband, or wife of any of the natural persons listed herein;
- (d) any business, and the Directors, Managing or Executive Directors and senior managers of any business, in which the natural persons listed above, own jointly or severally at least 20% of the voting rights;
- (e) any person whose judgment or decisions could be influenced as a consequence of an arrangement or relationship between or involving themselves and any of the persons in paragraphs a-d above.

7.3. Abstention by Conflicted Party:

Where conflicts of interest do occur, Commissioners must recuse themselves from the discussions in respect of those interests and shall not take part in any

discussion or decision-making regarding any subject or transaction in which there is a conflict of interest with the Commission or exercise their right to vote in respect of such matters

7.4. Requirements to Approve Conflicts of Interest:

All transactions in which there are conflicts of interest with Commissioners shall be agreed on terms that are customary for 'arm's-length' transactions in the Commission's business. Decisions to enter into transactions in which there are conflicts of interest with Commissioners require the approval of the Commission.

8. CONFIDENTIALITY:

8.1. Principle of Confidentiality:

Confidential Information means all data and information relating to the business, management and affairs of the Commission and its licensees, which are, or come to be, in the possession of the Commissioner by virtue of his or her office as Commissioner and which is not in the public domain.

8.2. As a general rule each Commissioner shall keep all Confidential Information confidential and no Commissioner shall use Confidential Information for personal gain or use. This obligation survives the termination or resignation of a Commissioner as a Commissioner of the Commission.

8.3. Unless required to do so by law, no Commissioner shall, during membership on the Commission or afterwards, disclose any information of a confidential nature regarding business of the Commission and its licensees, that came to the person's knowledge in the capacity as Commissioner and which the person knows or should know to be of a confidential nature.

8.4. A Commissioner may disclose such information to fellow Commissioners as well as to staff members of the Commission who, in view of their activities for the Commission should be informed of the information.

8.5. A Commissioner shall not use such Confidential Information for personal benefit.

8.6. Notice of Disclosure:

If a Commissioner intends to disclose to third parties information which the person has become aware of in duties and which may be confidential, the Commissioner must inform the Commission of the intent and the identity of the person who is to receive the information with sufficient notice for the Commission to assess the situation and take a decision. This section applies to both official and personal

statements and to any person attending Commission meetings which in terms of their content and form are clearly only intended for the Commission.

9. REMUNERATION OF COMMISSIONERS:

Commissioners are remunerated in accordance with Ministry of Finance & Planning Circulars in effect.¹³

10. CORPORATE SECRETARY:

10.1. Appointment:

The Commission shall appoint a Secretary who shall report directly to the Commission through the Chairman of the Commission and will have an indirect operational reporting relationship with the Executive Director.

10.2. Role:

The Secretary is the secretary of the Commission and its Committees and assists the Commission in the execution of critical administrative and governance functions which demand a high degree of compliance and ethical conduct.

10.3. General Access:

All Commissioners may go to the Secretary for advice.

10.4. Responsibilities:

- (a) The Secretary sees to it that the Commission follows correct procedures and that the Commission complies with obligations under law and the Commission's constitution.
- (b) The Secretary shall assist the Chairman of the Commission in developing the annual Commission work plan, co-ordinating the evaluation of the Commission and its members; and organizing the Commission's activities (including providing information, preparing agendas, reporting of meetings, evaluations and training programmes).
- (c) The Secretary should prepare and circulate Commission & Committee minutes and board papers.

11. COMMITTEES, MEMBERSHIP & REPORTING:

¹³ Section 20 of the Public Bodies Management & Accountability Act.

11.1. Establishment of Committees:

- (a) To support the Commission in effectively performing its duties the Commission may from time to time establish Sub-Committees and the Commission shall determine the members of any such committees.¹⁴
- (b) The Commission should establish the following committees to govern areas of its operations:
 - Finance, Administration and Procurement
 - Legislative and Policy
 - Corporate Governance
 - Audit
 - Monitoring, Content and Compliance.
- (c) The Chairpersons of Commission Committees shall be chosen by the Commission and shall be members of the Commission.
- (d) The Chairman of the Commission is an ex-officio member of all committees unless otherwise provided.
- (e) A committee appointed may include persons who are not Commissioners (hereinafter referred to as Co-opted Committee Members) but at least one half of the members of such committee shall be Commissioners.¹⁵
- (f) The validity of the proceedings of a committee shall not be affected by any vacancy among the members thereof or any defect in appointment of a member thereof.

11.2. Co-opted members & Invitees:

- (a) The Commission, may co-opt such persons as it deems fit to serve on Committees established by the Commission.¹⁶
- (b) Co-opted Committee Members have the same rights and privileges at Committee meetings as other Commissioner members of the Committees including the right to vote.
- (c) The admission to a meeting of persons other than co-opted members, Commissioners, the Executive Director, the Secretary and (if invited) other

¹⁴ Broadcasting and Radio Re-diffusion Act: section 18.

¹⁵ The Corporate Governance Framework for Public Bodies, Principle 2(9).

¹⁶ Commission Constitution section 18.

executives, shall be decided by majority vote of the Committee members present at the meeting.

- (d) Invitees to meetings shall not constitute part of the quorum and shall not be entitled to vote¹⁷.

11.3. Commission Responsibility for Committee Action:

- (a) The Commission remains collectively responsible for the decisions and actions taken by any committee.
- (b) A committee may only perform the tasks delegated to it by the Commission and its powers may not exceed powers of the Commission as a whole.
- (c) Decisions that by law must be taken by the Commission may not be delegated to a committee.

11.4. Committee Reporting:

- (a) Each committee must promptly inform the Commission of major developments of which it becomes aware.
- (b) Each Commissioner shall have unrestricted access to all committee meetings and records.
- (c) The Commission shall, as set forth in the Terms of Reference of the committee concerned, receive a report from the committee describing the committee's actions and findings.

11.5. Committee Terms of Reference:

- (a) The Commission shall establish, and may by resolution, amend the Terms of Reference (TOR) for each committee.
- (b) The TOR shall indicate the role and responsibilities of the committee, its composition, structure, quorum requirements and how it should perform its duties.
- (c) The TOR of a committee shall require that the committee has no less than two members.

12. DUTIES AND PERFORMANCE OF THE COMMISSION:

12.1. General Duties of Commission:

¹⁷ The Corporate Governance Framework for Public Bodies, Principle 6(1).

The general duties of the Commission include duties imposed by law, the Commission's Constitution and this Charter.

12.2. Duties of the Commission in relation to members:

The duties of the Commission (in consultation with the appropriate Commission committees) in relation to the Commissioners:

- (a) addressing any conflict of interest issues between the Commission and the Commissioners;

12.3. Responsibilities of Commission:

The Commission oversees the general business of the Commission. The entire Commission is responsible for such supervision and oversight.

12.4. The Commissioners acts in the interest of the Commission:

The Commissioners shall act in the best interests of the Commission and its business, taking into consideration the interests of the Commission's stakeholders. Commissioners shall perform their duties independent of any particular interest in the Commission and should not support one interest without regard to the other interests involved.

12.5. Quality of Performance:

The Commission is responsible for the quality of its own performance.

12.6. Provision of Information:

To assist the Commission to fulfil its duties, the Chairman and the Executive Director shall see to it that management, in a timely manner, provides the Commission and its committees with the information they need to properly function.

12.7. Responsibility for Securing Information:

- (a) The Commissioners each have responsibility for obtaining all information from management and the internal and external auditor needed to carry out their duties.
- (b) If the Commission thinks it is necessary it may obtain information from officers and external advisors of the Commission.
- (c) The Commission may require certain officers and external advisors to attend, but never to vote, at its meetings.

12.8. Access to Records:

Each Commissioner has access to the relevant books and records of the Commission as necessary to discharge his or her function as a Commissioner; requests for such

books and records must be routed through the Executive Director and copied to the Corporate Secretary.

12.9. Use of Experts:

(a) The Commission may hire experts to assist or advise them and the cost of such experts shall be agreed to by the Commission and shall be paid by the Commission.

(b) A Commission member may rely upon the advice of a relevant expert so long as the member has no reason to question the expert's report or conclusion.¹⁸

12.10. Regulating Proceedings:

Subject to the provisions of the Constitution, the Commission may regulate its own proceedings.¹⁹

13. DUTIES REGARDING THE SUPERVISION OF MANAGEMENT:

13.1. Nature of Supervision

In supervising the management, the Commission shall consider:

- (a) the achievement of the Commission's objectives as set out in the Corporate Plan;
- (b) the strategy and risks in the Commission's activities;
- (c) the structure and operation of the internal risk management and audit and control systems;
- (d) the financial reporting process;
- (e) whether expenditure has been in-keeping with the approved budget;
- (f) compliance with law and regulations; and
- (g) any other matters the law requires the Commission to consider.

13.2. Financial Reporting:

The Commission supervises the financial reporting in accordance with Section 15 below.

13.3. Annual Risk Review:

At least once a year, the Commission shall discuss the Commission's strategy and business risks, the management's assessment of the internal risk management and control systems, and any significant changes to such systems.

¹⁸Section 19 of the Public Bodies Management & Accountability Act.

¹⁹ Commission Constitution S. 5 (6)

13.4. Resolutions Subject to Approval:

The following resolutions are subject to the approval of the Commission:

- (a) determining and amending the operational and financial strategic objectives of the Commission;
- (b) determining and amending key performance indicators in support of the strategic objectives (including, for example, any financial ratios);
- (c) any other matters that Jamaican laws or regulations require the Commission to approve;
- (d) such other matters as are reserved by the Commission for its attention and which are set out in the Commission's Reservations policy document.

14. ANNUAL EVALUATION:

14.1. Commission & Commissioner Evaluation:

The Commission will conduct an annual performance evaluation of each Commissioner, the Commission on a whole and the Chairman. The evaluation process will be conducted in accordance with procedures established by the Commission, on the recommendation of the Corporate Governance Committee, and shall evaluate performance in line with the Commission's set goals and objectives and may also include setting out the goals and objectives of the Commission for the upcoming year.

14.2. Executive Director & Secretary Evaluation:

The performance of the Executive Director and the Corporate Secretary are to be evaluated annually by a panel consisting of the Chairman of the Commission and the Chairperson of each committee.

15. SUPERVISION OF FINANCIAL REPORTING:

15.1. General Supervision Responsibilities:

- (a) The Commission, in consultation with the Audit Committee, supervises compliance with written procedures for the preparation and publication of the annual report and accounts, the quarterly and semi-annual financial reports and any other financial information.
- (b) The Commission, through the Audit Committee, also supervises the internal control and audit mechanisms for external financial reporting.

15.2. Discussion of Financial Reports:

- (a) The Audit Committee shall facilitate the financial reporting requirements under the Public Bodies Management Act and regularly, and in any event as soon as possible, provide the Commission with reports on the annual report and accounts, and the quarterly and semi-annual financial reports, which will then be discussed at a meeting of the Commission.
- (b) The annual report and audited accounts for the year just ended shall be discussed in a meeting with the Commission and submitted to the Responsible Minister within four months of the year-end.
- (c) The semi-annual and quarterly (if any) financial reports of the Commission for the respective period just ended shall be discussed in a meeting with the Commission within two months of the end of the period.

16. DUTIES REGARDING APPOINTMENT AND ASSESSMENT OF EXTERNAL AUDITOR:

Appointment of External Auditor:

- 16.1. The external auditor of the Commission shall be appointed by the Commission and must be a registered Public Accountant under the Public Accountancy Act.

Representation by External Auditor:

- 16.2. When appointed, the external auditor shall indicate its awareness of the Commission's policies and other matters provided for in this Charter and the Charter of the Audit Committee and shall agree to abide by and promote such policies.

Compensation of Auditor:

- 16.3. Compensation of the external auditor and instructions to the external auditor to provide non-audit services shall be closely reviewed and approved by the Commission on the recommendation of the Audit Committee, thus ensuring the auditor's independence.

Attendance of External Auditor:

- 16.4. The Commission shall ensure that the external auditor attends the meeting of the Commission at which the report of the auditor with respect to the audit of the annual accounts is discussed and at which the Commission decides whether or not to approve the annual accounts. The external auditor shall receive any financial information underlying the quarterly and/or semi-annual financial reports and

other interim financial reports, and shall be given the opportunity to respond to all information.

Contact with External Auditor:

16.5. The Commission's principal contact with the external auditor is through the Chairman of the Audit Committee. If any irregularities in the financial reports are discovered, the first discussion regarding such irregularities in the financial reports should be between the Audit Committee and the external auditor.

16.6. Recommendations by External Auditor:

The Commission shall carefully consider and, if accepted, put into effect any recommendation by the external auditor. This will include recommendations made by the external auditor on the Commission's internal control, as expressed in the 'management letter.'

16.7 Reports to the Commission:

The Audit Committee shall report its dealings with the external auditor to the Commission on an annual basis, including its assessment of the external auditor's independence (for example, the desirability of the external auditor providing both auditing and non-audit services to the Commission).

16.8 Assessment of External Auditor:

At least once every three years, the Audit Committee shall conduct a thorough assessment of the functioning of the external auditor in the various entities and capacities in which the external auditor acts. The main conclusions of this assessment shall be communicated to the Commission so it may assess the nomination for the reappointment of the external auditor.

16.9 Conflicts of Interest – External Auditor:

Conflicts of interest and potential conflicts of interest between the external auditor and the Commission shall be resolved in accordance with the Audit Committee's TOR laid down or as determined by the Commission on the recommendation of the Audit Committee. Commissioners shall inform the Chairman of the Audit Committee of any matters they know of that may compromise the independence of the external auditor or that may result in a conflict of interest between the external auditor and the Commission.

17. STRUCTURE OF COMMISSION MEETINGS:

17.1. Notice and Agenda:

A notice of each meeting together with an agenda for the meeting shall be circulated to all Commissioners at least five clear working days prior to the meeting.

17.2. For each item on the agenda, an explanation in writing shall be provided where necessary and related documentation will be attached.

17.3. The Chairman shall consult with the Executive Director prior to convening the meeting on the content of the agenda and the Executive Director and Commissioners shall have the right to request that an item be placed on the agenda for a Commission meeting provided that the item is notified to the Chairman at least ten days prior to the meeting.

18. VENUE, FREQUENCY OF MEETINGS & ATTENDANCE:

Venue of meetings:

18.1. Commission meetings are generally held at the offices of the Commission but may also take place at such places and times and on such days as the Commission may determine.²⁰

18.2. In addition, meetings of the Commission may be held by conference call, video conference or by any other means of communication, provided all participants can communicate with each other simultaneously.

Frequency of Meetings:

18.3. The Commission shall meet at least six (6) times for the year.

18.4. An annual schedule of the Commission meetings for the following year shall be agreed by the Commission and circulated to Commissioners at the start of each year.

18.5. Each year the Commission reserves at least one (1) full day to discuss and develop strategic policies and to assess or review the Corporate Plan.

²⁰ Commission Constitution section 5(1).

Special Meeting:

- 18.6. It is within the power of the Chairman to convene a meeting outside of scheduled meeting times as may be necessary and expedient for the transaction of business. The Chairman may therefore at any time call a special meeting of the Commission and shall call a special meeting to be held within 7 days of a written request for that purpose addressed to him by any two Commissioners.²¹

19. MEETING ATTENDANCE & PREPARATION:

Attendance of Commissioners:

- 19.1. Commissioners are expected to attend and actively participate in meetings of the Commission and the committees on which they serve, and to meet as frequently as necessary to properly discharge their duties.

- 19.2. Attendance at the meetings by the Commissioners must be recorded.

19.3. Attendance by Executive Director & Management:

The Executive Director and Assistant Executive Director shall attend Commission meetings unless it is necessary for them to be recused.

- 19.4. To ensure proper review of materials being used at the Commission's meetings, Commissioner are to receive the materials five working days in advance of meetings.

19.5. Extended Absence:

A Commissioner who needs to be absent from Commission meetings for more than three meetings, shall be required to explain to the Chairman of the Commission or the Committee (as applicable) the reason for such absence.

20. COMMUNICATION:

- 20.1. The Commission is committed to providing timely, accurate and balanced information on the operations of the Commission.

21. MINUTES, RESOLUTIONS & PREFERENCE FOR UNANIMITY:

Minutes & Records:

- 21.1. The Secretary is charged with the responsibility of recording accurate minutes of meetings and the decisions which are made at every Commission meeting.

²¹Commission Constitution section 5(2).

- 21.2. The minutes of the meeting must be confirmed by the Commission and then signed by the Chairman of the meeting and the Secretary and added to the Commission's records.
- 21.3. Each Commissioner shall receive a copy of the minutes.

Resolutions & Adoption at Meeting:

- 21.4. At a meeting, the Commission may only pass resolutions if a quorum is present.
- 21.5. Urgent resolutions may be drawn up and adopted immediately in the relevant meeting.
- 21.6. The Commissioners shall try to arrive at unanimous decisions. However, Commissioners are encouraged to voice dissenting opinions and record these in the minutes when unanimity cannot be reached.

Round Robin Resolutions:

- 21.7. In the event that an urgent decision is required before the next scheduled meeting of the Commission, a round robin may be circulated to all Commissioners for comment and/or voting. All comments and/or votes shall be recorded.
- 21.8. A decision made by round robin shall be as valid and effectual as if it had been passed at a meeting of the Commissioners duly convened and held, and shall be noted at the subsequent meeting.
- 21.9. All resolutions approved by round robin should thereafter be noted at the next regular Commission meeting.

Objection to Resolutions:

- 21.10. A Commissioner who objects to any resolution adopted by the Commission shall have his or her objection recorded in the minutes.
- 21.11. Commissioners who have taken part in a meeting may not object to resolutions adopted at the meeting on the grounds of an invalid notice.
- 21.12. Commissioners absent from meetings will be taken to have accepted any decisions made if no objections are made within 7 days of becoming aware of the decision.²²

²²Section 18 of the Public Bodies Management & Accountability Act.

Individual Vote:

21.13. Each Commissioner has the right to cast one vote.

Majority Vote:

21.14. Where unanimity cannot be reached and the law does not prescribe a larger majority, all resolutions of the Commission shall be adopted by a majority of the votes cast. In the event of a tie, the Chairman of the Commission has the deciding vote.

22. MISCELLANEOUS:

Restriction on Loans and Guarantees:

22.1. The COMMISSION does not grant personal loans, guarantees or the like to Commissioners.

22.2 Agreement to be bound by Charter:

Anyone who is appointed as a Commissioner must, upon assuming office, declare in writing to the COMMISSION that the person accepts and agrees to comply with the provisions of this Charter. A corresponding reference to this extent is included in a Commissioner's appointment letter.

22.3 Indemnity:

No action, suit, prosecution or other proceedings shall be brought or instituted personally against any member of the Commission in respect of any act done *bona fide* in pursuance or intended execution of the Commission's functions under the Broadcasting and Radio Re-Diffusion Act or by resolution of the House of Representatives.

22.4 Seal:

The Seal of the Commission shall be authenticated by the Chairman of the Commission or any Commissioner authorized to act in that behalf.²³

22.5 Website Disclosure:

The Commission's Charter and the Terms of References and the composition of the committees shall be posted on the Commission's website.

22.6 Interpretation:

²³ Commission Constitution section 8 (1).



In case of uncertainty or difference of opinion on how a provision of this Charter should be interpreted, the Corporate Governance Committee of the Commission shall make a decision in relation thereto and provide its recommendation to the Commission.

22.7 Partial Invalidity:

If one or more provisions of this Charter are (or become) invalid, this shall not affect the validity of the remaining provisions. The Commission may replace the invalid provision by provisions which are valid and the effect of which, given the contents and purpose of this Charter is to the greatest extent possible, similar to that of the invalid provisions.

22.8 Entire Charter & Amendment:

This document represents the entire Charter; and may, subject to the Act and the Constitution, be amended by the Commission at its sole discretion.

22.9 Charter Review:

The Commission shall review this Charter every two years.

Board Approved: June 2016