MAURITIUS REVENUE AUTHORITY

CORPORATE GOVERNANCE COMMITTEE

APRIL 2026

1. Purpose

The Corporate Governance Committee (CGC) is a standing committee of the Board of the Mauritius Revenue Authority. Its primary role is to ensure that the MRA adheres to the highest standards of corporate governance, transparency, and ethical conduct in accordance with:

- The **MRA Act**.
- The **National Code of Corporate Governance for Mauritius**.
- Applicable public sector regulations and best practices.

The Committee advises and assists the Board in fulfilling its responsibilities relating to corporate governance, Board performance, leadership effectiveness, and stakeholder accountability.

2. Scope of Responsibilities

a) Governance Framework

- Monitor and review the MRA's governance structure and practices.
- Ensure alignment with the National Code of Corporate Governance and update policies accordingly.
- Advise on the development and revision of governance-related policies (e.g., ethics, whistleblowing, conflict of interest).

b) Board Effectiveness

- Oversee the process for Board evaluation, including self-assessments and peer reviews.
- Recommend appropriate training and development for Board members.
- Monitor compliance with Board charters, codes of conduct, and performance expectations.

c) Appointment and Succession Planning

- Review Board and senior management composition, including skills, diversity, and succession needs.
- Make recommendations on nominations, appointments, and term renewals in coordination with relevant authorities.
- Advise on succession planning for key leadership positions, including the Director-General.

d) Ethics and Conduct

- Promote a strong culture of ethics, integrity, and accountability within the MRA.
- Oversee the implementation of the Code of Ethics for Board members.
- Review disclosures related to conflicts of interest and recommend mitigation actions.

e) Reporting and Disclosure

- Ensure that governance disclosures in the MRA's annual report and public communications are accurate, complete, and compliant with the governance code.
- Review the statement of compliance and other governance disclosures before Board approval.

3. Authority

The Committee is authorized to:

- Seek any information it requires from any department or employee of the MRA.
- Access independent professional advice, as approved by the Board.
- Request the attendance of senior staff or external advisers as necessary.
- Make recommendations to the Board for decision or implementation.

4. Composition

The Corporate Governance Committee shall consist of:

- **Chairperson**: A Board member appointed by the Chairperson of the Board.
- At least two other Board members.
- The Director-General and other directors may attend in a non-voting capacity as and when required.
- A **Committee Secretary** to assist with administration and documentation.

Expert advisors may be invited as needed.

5. Meeting Frequency

- The Committee shall meet **at least twice a year**, and more often if required.
- A **quorum** shall consist of a **majority of appointed members**.
- Special meetings may be called by the Chairperson or the Board.

6. Reporting and Accountability

- The Committee shall report directly to the **Board of the MRA**.
- It shall present a **written report** of each meeting to the Board, including decisions and recommendations.
- An **annual summary report** shall be included in the MRA's annual report, outlining governance performance and improvements.

7. Review of Terms of Reference

These Terms of Reference shall be reviewed **annually** by the Committee and updated with Board approval to ensure continued relevance and compliance with governance standards and legislation in force in the country.

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