

MRA's BOARD CHARTER

1. Introduction

This charter (the "Charter") is to be read in conjunction with the MRA Act and the Code of Ethics for the Board. The Charter is also posted on the MRA's website. (<http://www.mra.mu>)

2. Composition and Appointment of the Board

2.1 The Board profile, size and expertise of Board Members are laid down in section 5 of the MRA Act. The Board comprises seven members including a Chairperson, a representative from the Ministry of Finance and Economic Development, the Director-General of the MRA and 4 other persons, having adequate experience in accountancy, economics, taxation, law, or business administration, appointed by the Minister of Finance and Economic Development for a period of not less than 3 years, and on such other terms and conditions as he thinks fit.

2.2 The MRA Act provides that the Chairperson should not have been, or is not, actively engaged in any political activity. He is appointed by the President, after consultation with the Prime Minister and the Leader of the Opposition, for a period of not less than 3 years and on such other terms and conditions as the President thinks fit.

Board Meetings

2.3 Section 5(3) of the MRA Act provides that the Board shall meet at least once a month and at such other times as the Chairperson thinks fit.

2.4 The quorum for a Board Meeting shall be four, i.e. comprising the Chairperson and three other members.

2.5 In the absence of the Chairperson at a meeting of the Board, the members present shall elect a member to act as Chairperson for that meeting.

2.6 Exceptionally, meetings can be called at very short notice.

2.7 The Secretary shall ensure that the Agenda and all relevant documents for these meetings are preferably sent at least two days prior to these meetings.

2.8 The Minutes of the previous Board meeting shall be approved at the next meeting of the Board.

2.9 Minutes of every Board meeting are to be signed by the Chairperson and the Secretary.

3. Roles and Responsibilities of the Board

The roles and functions of the Board include:

- giving strategic direction, providing leadership and promoting good governance practices throughout the organisation;
- overseeing the implementation of strategies, policies and plans;
- giving guidance and maintaining effective control over the Authority;
- selecting and recruiting competent staff to form part of the Management Team;
- laying down the terms and conditions of service of officers of the Management Team and every employee of the Authority;
- approving the annual budget of the Authority for submission to the Ministry of Finance and Economic Development;
- putting in place an effective internal control systems;
- ensuring that risk management strategies are developed and implemented effectively;
- ensuring that an effective staff integrity management programme is in place; and
- approving the writing off of irrecoverable debt after prior comments of the Director, Internal Audit Division.

The Head of the Internal Affairs and Internal Audit Divisions report on, and are directly accountable to the Board for, the execution of the duties assigned to them.

Section 6 (6) of the MRA Act stipulates that the Board shall not have access to any information concerning the liability or otherwise of any person to tax.

4. Annual Report and Accounts

The Board is required to approve the financial statements and annual report of the MRA within the statutory deadlines set out in the Statutory Bodies (Accounts and Audit) Act. It is also required to submit the Annual Report, including the audited financial statements, to the Minister.

5. Responsibilities of the Chairperson

The Chairperson is a non-executive person appointed as per paragraph 2.2 above. He/She is primarily responsible for the activities of the Board, acts as its spokesperson and is also the principal contact for the Director-General. Both the Chairperson and the Director-General shall meet regularly.

The main responsibilities of the Chairperson are to ensure that:

- the Board performs its duties in accordance with Law;
- the Agenda for Board meetings is set and discussed with the Director-General and the Secretary to the Board;
- Board members, when appointed, participate in an induction program;
- Board members receive all information necessary for them to perform their duties and actively participate during Board meetings;
- Board meetings are chaired in an effective manner;
- the Board has sufficient time for consultation and decision-making; and
- the Board committees function properly.

6. Secretary to the Board

Section 5(6) of the MRA Act provides that there shall be a Secretary to the Board who shall be an MRA employee designated by the Board and who shall:

- prepare and attend every meeting of the Board;
- keep Minutes of its proceedings;
- communicate Board decisions to concerned parties, and
- have such other duties as may be determined by the Board.

7. Board Committees

The Board has established three committees, in line with requirements of the National Code of Corporate Governance, so as to assist it in carrying out its responsibilities.

The sub-committees established are as follows:

- Audit & Oversight/Risk Management Committee;
- Corporate Governance Committee; and
- Procurement Committee.

Each Committee operates within clearly defined terms of reference. The Committee Charter is approved by the Board.

The Board remains collectively responsible for the decisions and actions taken by any Committee.

Each Committee is required to report to the Board after each meeting.

The Charters and the composition of the Committees are posted on the organisation's website.

8. Certain Other Duties of the Board

Some others duties of the Board include:

- set up additional MRA Departments, split a Department into two or more or merge 2 or more Departments into one;
- borrow money or raise loans, with the approval of the Minister;
- give directions of a general or specific character to the Director-General or the Secretary; and
- set up such sub-committees as it thinks fit consisting of one or more members, one or more officers and of such other qualified persons as it thinks fit who shall be co-opted to sit thereon.

9. Conflicts of Interest of Board Members

Where a member, or a close relative of his, has a direct or indirect interest in any matter which is, or is to be, raised at a meeting of the Board, he shall, as soon as he is aware of the fact, notify the Secretary. The Board may then determine whether the member shall not be present or shall not vote while the matter is being considered.

10. Confidentiality

Unless required to do so by law, no Board member shall, during his or her membership on the Board or afterwards, disclose any information of a confidential nature regarding the organisation that came to his or her knowledge.

A Board member shall not use such confidential information for his or her personal benefit.

11. Board Evaluation

The Board shall arrange for periodic reviews of its own performance and that of its committees.

12. Amendment to the Charter

This charter may be amended by the Board as and when required.