



Board Charter

MAURITIUS TOURISM PROMOTION AUTHORITY (MTPA)

Approved by the Board on 16 August 2024

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1. INTRODUCTION

Overview of the MTPA

The Mauritius Tourism Promotion Authority (MTPA) is a parastatal organization established in 1996 by the MTPA Act. It is administered by a Board of Directors and operates under the aegis of the Ministry of Tourism.

Mission

To enhance the image of Mauritius as a prime holiday and up-market destination through consolidation of traditional markets and tapping into new and emerging market segments.

Objects

The objects of the Authority are:

- (a) to promote Mauritius abroad as a tourist destination by
 - i. conducting advertising campaigns and participating in tourism fairs; and
 - ii. organizing, in collaboration with the local tourism industry, promotional campaigns and activities in Mauritius and abroad;
- (b) to provide information to tourists on facilities, infrastructures and services available to them in Mauritius;
- (c) to initiate such action as may be necessary to promote cooperation with other tourism agencies;
- (d) to conduct research into market trends and market opportunities and disseminate such information and other relevant statistical data on Mauritius; and
- (e) to advise the Minister of Tourism on all matters relating to the promotion of sustainable tourism.

Corporate Governance and Board Charter

As the focal point of the corporate governance system, the MTPA Board is ultimately responsible and accountable for the performance and activities of the organisation. The role of the Board is to oversee executive management and the proper functioning of the organisation. To fulfil this role, the Board must have clear, well-defined and understood responsibilities and these are defined in its charter.

The Board Charter is a document that defines the Board's governance role. It provides the terms of reference for the Board and describes how it operates.

Complementary to Law and Articles

The provisions of this Board Charter are complementary to the requirements contained in applicable Mauritian legislation and regulations, the MTPA Act 1996, the Interpretation and General Clauses Act 1974 (IGCA), the National Code of Corporate Governance for Mauritius (2016) and the provisions governing the relationship between the sub-committees of the Board and the Board as contained in the charters of those sub-committees (which have been adopted by the Board).

Charter on Website

This charter is posted on MTPA's website: <https://trade.mymauritius.travel/>

2. COMPOSITION OF THE BOARD AND COMMITTEES

2.1 Board Profile, Size, Expertise and Independence

(a) Board Profile and Size

As per Section 5 of the MTPA Act, the MTPA is administered by a Board and consists of

- (i) a Chairperson;
- (ii) and 6 members, 3 of whom represent the private sector and 3 the public sector.

(b) Expertise

As per Section 5 (3) of the MTPA Act, every appointed member shall be a person who, in the Minister's opinion, has

- (i) experience and proven ability in the field of tourism, industry, trade, finance or administration; or
- (ii) special knowledge or experience that renders him a fit and proper person to be a member

(c) Independence

The Board shall use its best efforts to ensure that its members can act independently of one another. An independent member is someone who:

- (i) has not been an employee of the MTPA within the past three years;
- (ii) has not, or has not had within the past three years a material business relationship with the MTPA either directly or as a partner or senior employee of a body that has such a relationship with the MTPA;
- (iii) has not received or is receiving additional remuneration from the MTPA apart from a Board Member or sub-committee fee;

- (iv) does not have close family ties with any of the MTPA's senior employees;
- (v) does not have cross-directorships nor significant links with other Board members through involvement in other companies or bodies.

(d) Disclosure of interest by Board Members

A member shall, in relation to any matter before the Board in which he has a direct or indirect interest, disclose at or before the meeting convened to discuss that matter, the nature of his interest and shall not take part in any deliberation or decision of the Board relating to that matter. When that matter is raised during the meeting, he/she should leave the room. Such disclosure will be recorded in the minutes of proceedings.

2.2 Appointment, Term of Office and Remuneration

(a) Appointment

Further to Section 5 of the MTPA Act, the MTPA Board is appointed by the Minister of Tourism.

(b) Term of Office

- (i) Every appointed member holds office for a period of two years and is eligible for re-appointment.
- (ii) Every appointed member shall hold and vacate office on such terms and conditions as the Minister of Tourism thinks fit.
- (iii) Appointment, re-appointment and termination are communicated to members by the Ministry of Tourism. In the event of a complete reconstitution of the MTPA Board, the representative of the parent Ministry, the Company Secretary and the Director shall provide the Board with necessary information they need to properly function including but not limited to pending issues, the financial position of the Authority, Budget, financial commitments and major projects in the pipeline.
- (iv) Pursuant to Clause 31 of the IGCA 1974, where the Chairman and/or Board member(s), is/are to be appointed at a specified time or at specified intervals as stated at para (b) (i) and (ii) above, and at the expiry of the specified time or interval the chairman or a member has not been appointed, any chairman or member then in office shall continue in office, and shall, until a chairman or a sufficient number of members to form a quorum have been appointed, be deemed to be the duly appointed chairman or member as the case may be.

(c) Remuneration

Members are paid such fees or allowances as determined by the Board, with the approval of the Minister of Tourism. The annual remuneration payable is disclosed in the Corporate Governance Report included in the Annual Report.

3. DUTIES, RESPONSIBILITIES AND POWERS

General duties of the Board

- (i) The Minister of Tourism may, in consultation with the Board, give directions of general character to the Board as he considers necessary in the public interest and the Board shall comply with those directions.
- (ii) The Board shall furnish the Minister of Tourism such information with respect to its activities as he may require.
- (iii) The Board is responsible for the achievement of MTPA's objectives.
- (iv) The Board oversees and supervises the general business of the MTPA and considers matters specifically reserved for decision/approval of the Board.
- (v) The Board takes into consideration the strategy and risks in the organisation's activities, the structure and operation of the internal risk management and audit and control systems and supervises the financial reporting process in accordance with International Public Sector Accounting Standards.
- (vi) The Board must act in the best interests of the Authority taking into consideration its stakeholders and employees.
- (vii) The Board may appoint sub-committees for specific matters and remain collectively responsible for the decisions and actions taken by any sub-committee. A sub-committee may only perform the tasks delegated to it by the Board as contained in its Terms of Reference and must not exceed the authority or powers of the Board.
- (viii) The Board must ensure compliance with laws and regulations.

Appointment of Chief Executive

- (i) The Chief Executive of the MTPA is known as the "Director" who is appointed by the Board with the approval of the Minister.
- (ii) The Director is responsible for the execution of the policy of the Board and for the control and management of the day-to-day business of the Authority.
- (iii) The Director must act in accordance with such directions received from the Board.

- (iv) Unless directed otherwise by the Board, the Director attends every meeting of the Board and may take part in the deliberations but is not entitled to vote on any matter before the Board.

Appointment of employees

- (i) The Board may employ on such terms and conditions as it thinks fit, such employees as may be necessary for the proper discharge of the functions of the Authority.
- (ii) Every employee is under the administrative control of the Director.
- (iii) No person is eligible for employment, or if already employed, continue in employment where he has any interest in any enterprise operating in the tourism sector.
- (iv) The Board may make provision, in such form as it may determine, to govern the conditions of service of employees that deal with:
- Appointment, dismissal, discipline, pay and leave of, and the security to be given by, employees
 - Appeals by employees against dismissal or other disciplinary measures; and
 - The establishment and maintenance of provident and pension fund scheme and the contributions payable to and the benefits recoverable from those schemes.

Chairperson

The Chairperson

- (i) presides the Board meeting
- (ii) is responsible for the activities of the Board and its sub-committees.
- (iii) cannot be the chairperson of any sub-committee
- (iv) is the spokesperson for the Board and the principal contact for the Director of the MTPA. The Director and the Chairperson of the Board meet regularly to discuss major issues, strategies and policies.

The Chairperson ensures:

- (i) the Board fulfills its duties and responsibilities
- (ii) members attend all meetings, unless there are important reasons not to
- (iii) the agendas of Board meetings are established (i.e. calendar of Board meetings)
- (v) Board meetings are chaired effectively

- (vi) members receive timely, necessary and accurate information to enable them to perform their duties
- (vii) the Board has sufficient time for consultation and decision making
- (viii) accurate recording of Board proceedings is kept
- (ix) the sub-Committees function properly
- (x) induction of new Board members
- (xi) consultations with external advisors (legal/PR & Advertising consultants, etc.)

Duties of Board Members

Board members shall adhere to the highest ethical standards in discharging their functions. They must act in good faith and make informed decisions and policies in the best interest of the MTPA. Board members have the responsibility to carry out their duties diligently, in an honest manner, with reasonable competence and act within the scope of their authority.

Board members must consistently attend Board meetings and devote sufficient time to ensure familiarity with the MTPA's business and environment. A Board member may be represented at Board meetings by another member designated as Alternate member who shall have same duties, powers and responsibilities.

Board members shall ensure observance of confidentiality provisions of non-public information disclosed to them during and after their mandate. Board members must act in a manner which enhances and maintains the reputation of the Authority at all times.

Company Secretary

The Administrative Secretary -

- (i) acts as the Secretary of the Board and ensures that the Chairperson and Board members receive timely and necessary document and information to enable them to perform their duties.
- (ii) provides general assistance to the Board with the assistance of the Board Secretariat.
- (iii) assists the Chairperson and Board in organizing the Board's activities (prepare the agenda, convene meetings, circulate supporting materials, provide information, ascertain a quorum at/during meetings, drafting minutes of proceedings, recording of conflict of interest and prepare the venue, when applicable).

- (iv) ensures that the Board follows the correct procedures before, during and after the meeting and that the Board complies with its obligations under the law and the MTPA Act.
- (v) prepares the induction pack containing the relevant Acts, as well as the latest Annual Report and financial statements for new Board member(s).
- (vi) is responsible for the safekeeping of all documents circulated to the Board and the signed minutes of proceedings which are available for consultation by authorised parties.
- (vii) drafting of the Corporate Governance Report for the Annual Report.

Appointment of external auditors

The Financial Statements of the MTPA are subject to audit by the Director of Audit in terms of Section 5 of the Statutory Bodies (Accounts and Audit) Act. The Board takes cognizance of the terms of the audit engagement as well as the nature and limitations of the Audit. The National Audit Office is paid such fees as claimed by the NAO, subject to the approval of the Board.

Following consideration by the Audit Committee, the annual report and accounts for the year just ended shall be discussed in a Board meeting, within four months of the year end and submitted to the National Audit Office by the last day of October.

Following consideration by the Audit Committee, the annual report and accounts just audited shall be discussed along with observations made in the Management Letter. The Board shall carefully consider, and if accepted, put into effect any recommendation made the external auditor.

The audited annual report and accounts shall be promptly table at the National Assembly through the Ministry of Tourism and published online.

4. CONDUCT OF PROCEEDINGS OF THE BOARD

Frequency

- (i) The Board shall regulate its meetings and proceedings in such a manner as it thinks fit.
- (ii) The Board shall meet at the request of the Chairperson or not less than 3 members and at such time and place as the Chairperson may direct.
- (iii) Three members of the Board, including the Chairperson, constitute a quorum.

- (iv) The Board may require certain officers and external advisors to attend Board meetings for specific matters on an ad-hoc basis but they are not eligible to vote at meetings.
- (v) Special Board meetings may be convened for special/urgent matters at short notice.
- (vi) The Administrative Secretary shall consult with the Director and Chairperson before convening a Board meeting.

Notice and Agenda

Members are entitled to receive sufficient notice of Board meetings in writing. Notice can be given by hand, post or electronic means and must specify the day, date, time and venue.

Once agreed with the Chairperson, the agenda is normally sent to all members at least three (3) clear days before the meeting, as far as reasonably possible. For each item on the agenda, a Board Paper is normally communicated to all members at least three (3) clear days before the meeting, as far as reasonably possible, either by hand or by electronic means.

Venue

As stated in the Notice of Meeting, a Board meeting may be held in person either (i) in the Boardroom of the MTPA or at a specified venue or (ii) by means of audio or audio-visual communication (Zoom, Teams, or any other conferencing tool) by which all the members participating and constituting a quorum can simultaneously hear each other throughout the meeting.

Board decision/ approval

The Board shall try to unanimously adopt resolutions. Where unanimity cannot be reached, Board approval may be obtained by a simple majority of the members present and recorded in the minutes. Dissenting views are also recorded in the minutes.

Each Board member is entitled to one vote and in the event of a tie, the Chairperson has a casting vote.

Minutes

Minutes must be drawn up for every Board meeting including Special Meeting and for every resolution adopted outside a physical meeting.

The Administrative Secretary is responsible to the Chairperson for the preparation and retention of minutes and the Chairperson and other members are responsible for confirming their accuracy. Note of meeting of the previous Board meeting appears on the Board meeting agenda of the next meeting, for the approval of those present at that meeting. Each member of the Board shall receive a copy of the minutes.

The minutes are to be signed by the Chairperson and the Administrative Secretary and kept on records.

Written resolutions

In the absence of a Board/Special Board meeting, Board resolutions may be adopted by electronic means, provided that

- (a) the proposal concerned is submitted to all Board members; and
- (b) resolutions are obtained from a minimum of 3 members, including the Chairperson and the representative of the Ministry of Tourism
- (c) such projects/matters are thereafter resubmitted to the full Board at the next meeting.

5. DELEGATION OF POWERS

Pursuant to Section 9 of the MTPA Act,

- (a) The Board may delegate to the Chairperson or to the Director such of its powers under this Act as may be necessary to assist in the effective management of the Authority other than the power to borrow money, raise loans and enter into any transaction in respect of capital expenditure which exceeds 200,000 rupees.
- (b) No document shall be executed or signed by on behalf of the Authority unless it is signed by the Director and the Chairperson or in the absence of the Chairperson, any other member appointed by the Board for that purpose.
- (c) A document to which the Authority is a party may be signed outside Mauritius, by any person nominated for that purpose by the Board.

Sub-Committees of the Board

The different sub-committees of the MTPA Board are as follows:

- (i) Audit Committee
- (ii) Human Resources Committee
- (iii) Finance and Procurement Committee

The Board may also set up such ad-hoc committees, with co-opted members as may be necessary, to examine and report on any matter in relation to the affairs of the MTPA.

Each committee must promptly inform the Board of the actions it has taken. The Board shall, subject to the Terms of Reference concerned, receive regular reports from the committee describing the committee's actions and findings.

Each Committee shall have its own Charter describing the role and responsibilities of the Committee and the Charters are posted on MTPA's website.

6. MISCELLANEOUS PROVISIONS

Amendment

This Charter must be reviewed continuously, and any amendment requires the approval of the MTPA Board.

Interpretation

In case of uncertainty or difference of opinion on how a provision of this Charter should be interpreted, the law shall prevail where applicable. An independent opinion may also be sought.