



Montego Bay Convention Centre

BOARD *Charter*





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01



Introduction

The Montego Bay Convention Centre (MBCC) is the leading Meeting and Conference Centre in the Caribbean. Constructed to enhance the country's competitiveness in the meetings and convention market, the MBCC was officially opened on January 7, 2011 and became fully operational on July 1st of the same year. The Centre is situated along the elegant corridor of Rose Hall, Montego Bay, and has a total of 139,302 square feet of convention, meeting and assembly space on a scenic location in the resort mecca with ocean view. The 18,471 square foot ballroom accommodates up to 1,200 banquet attendees and the 57,525 square foot exhibition hall is the largest on any English-speaking island in the Caribbean.

The provisions outlined in this Board Charter are complimentary to the MBCC Articles of Incorporation (2022), the Public Bodies Management and Accountability Act (2001), the Financial Audit and Administration Act (2014), the Corporate Governance Framework for Public Bodies (2012) and every other law and regulation (altogether or individually 'the Law') which impinge or affect the roles of

the Montego Bay Convention Centre (the “Centre”). For the purposes of this charter, each member will be referred to as 'the Member' and altogether as 'the Members' or 'the Board') as the context requires. The roles of the Board include the duties, responsibilities, functions, powers and rights, and specifically those regarding the Members, as well as all relevant requirements contained in any regulations, rules, guidelines, directives and/or policies of the Government of Jamaica (altogether or individually 'the GOJ requirements and guidelines') wherever found such as but not limited to the GOJ Corporate Governance Framework, the Procurement Guidelines, and the provisions governing the relationship between the committees and the Board. Where there is any conflict/dissonance between the provisions in this document and the Law and GOJ requirements and guidelines, the latter shall prevail.

For clarity it is noted that the word "Board" throughout this document denotes the complement of the Montego Bay Convention Centre as set out in the company's Articles of Incorporation; and for the purposes of the other Laws and GOJ requirements and guidelines. The word is taken to also refer to such Members as the governing body of the Montego Bay Convention Centre. The terms 'Board Member(s)' and 'Member(s) of the Board', where used shall have the contextual meaning.

02 » Board's Mandate

2.1 The role of the Board is to oversee the stewardship, accountability and leadership of the MBCC and to provide clear-sighted counsel on the strategic direction of the Centre and alignment to its Vision and Mission.

2.1.1 In doing so, the Board seeks to balance the interests of the various stakeholders to whom it is responsible, for the Centre to have a successful and sustainable future.

2.2 The focus of the Board is to:

- a) Provide strategic management and oversight of the operations of the Centre;
- b) Oversee good financial and cultural governance (including setting the tone from the top on culture and ethics);
- c) Review, monitor and provide guidance to management to ensure successful implementation of conventions, tradeshow, exhibitions, meetings and other events;
- d) Regularly review with Management, the strategic environment, the emergence of new risks and opportunities and the implications for strategic direction;
- e) Put policies in place to ensure the MBCC is duly diligent in meeting all requirements and obligations under law;
- f) Ensure that adequate and effective policies and systems are in place to monitor financial reporting, internal controls processes, and a reliable framework to continuously identify, prioritise, control and mitigate risk that can impact the MBCC;
- g) Review and endorse for approval the administrative and operational structure of the organisation;
- h) Approve the annual budget and financial statements/ accounts and monitor the financial performance to ensure the efficient and effective use of the Centre's resources;
- i) Ensure that the integrity and core values of the organisation are maintained;
- j) Establish and maintain a policy for directors' orientation for all new board members and annual board evaluation;
- k) Provide director development programmes as required;
- l) Ensure that the Centre has the best possible Executive leadership; and

m) Ensure compliance with the Public Bodies Management & Accountability Act, and other applicable legislation and Government of Jamaica policies.

2.3 The decisions taken by the Board are based on the objectivity of each Director taken in the interest of the MBCC.

2.4 Each member of the Board shall have access to the books and records of the company. Directors shall consult with the Board Chairman, Company Secretary or both before exercising their rights under this provision.

2.5 At least once yearly, the Board shall discuss its own activities and those of its individual members, the effectiveness of those activities and conduct an evaluation of its performance.

2.6 The Board shall cause an annual general meeting (AGM) to be held once per year; with no more than fifteen months elapsing between the date of one AGM of the company and that of the next.

03 ➡ **Composition of the Board**

3.1 Board Profile

It is dependent upon the pleasure of the relevant Minister to appoint persons who appear to him/her to have the ability and experience in matters relating to Meetings, Incentives, Conferences and Exhibition (MICE) business management, marketing, tourism and finance.

3.2 Number of Members

In accordance with MBCC Articles of Incorporation No. 79, the Board shall consist of no less than five (5) and no more than eleven (11) appointed members to hold office as Board members.

3.3 Quorum and Decision:

The quorum of the Board Meeting of the MBCC shall be:

- i. a simple majority.
- ii. Any vacancy in the Board of Directors will not prevent the continuing Directors from acting, if and so long as the number of Directors does not fall below what is required for a quorum.

3.4 Tenure of Office and Reappointment

- i. The appointment of a member of the board shall be for a period not exceeding two (2) years, and every appointed member shall be eligible for re-appointment for up to a maximum of ten (10) consecutive years for members.
- ii. The Minister may appoint any person to act in the place of any member of the Board in the case of the absence or inability to act of such member.

3.5 Resignation

3.5.1 Any member of the Board, other than the Chairman, may at any time resign his or her office by instrument in writing addressed to the Minister and transmitted through the Chairman and from the date of receipt by the Responsible Minister of such instrument, the Director shall cease to be a member of the board.

3.5.2 The Chairman may at any time resign his office through instrument in writing addressed to the Responsible Minister and the resignation shall take effect from the date of receipt by the Minister.

3.6 Removal of Directors from Office

Without prejudice to existing legislation, Directors may be removed from the Board other than by resignation.

3.6.1 The appointment of a member shall be regarded as terminated if, without the grant of a leave of absence, that member is absent from three consecutive meetings of the Board.

3.6.2 A Director's appointment shall terminate if the Director is declared bankrupt or enters into any arrangement or composition with their creditors generally.

- 3.6.3** A Director's appointment will end if they are deemed to be of unsound mind.
- 3.6.4** A Director may be removed if he/she is incapacitated in a way that affects the performance of his/her duty.
- 3.6.5** A Director may be removed for misconduct or a breach of duty, that is deemed to be just cause for removal.
- 3.6.6** A breach of the collective duty of the entire Board is sufficient reason for the removal of Directors
- 3.6.7** A change in Minister or change of administration may result in the removal of Directors.
- 3.6.8** A Director ceases to be or becomes prohibited from being a Director by reason of any provisions or any order made under the Company Act of Jamaica.
- 3.6.9** The Responsible Minister has the power to remove a director at any time.

3.7 Leave of Absence

- 3.7.1** The Minister may, on the application of any member of the Board, grant leave of absence to such member.

3.8 General Comportment

The Board shall use its best efforts to ensure that:

- i.* Its members can act critically and independently of one another;
- ii.* Each Director can assess the broad outline of the Centre's overall policy;
- iii.* Each Director's expertise is fully utilised in the performance of his or her role as a Director;
- iv.* The board competencies match the competency profile of the MBCC as outlined in the Competency Profile Instrument for the Board of Public Bodies;
- v.* At least one Member of the Board should be a financial expert, meaning he/she has expertise in financial administration and accounting applicable in organisations like the MBCC in size and role; and

- vi. The board has adequate independent Directors.

3.9 Independent Board member

An independent Board member is someone who:

- i. Is not, and has not been employed by the MBCC at any time during the past five years;
- ii. Is not, and has not been affiliated with an entity that acts as an advisor or consultant to the MBCC, nor is not and has not acted in such capacity at any time during the past five years;
- iii. Is not and has not been affiliated with any significant supplier or contractor of the MBCC at any time during the past five years. A significant supplier or contractor is one that makes payments to or receives payments from the MBCC for goods or services in an amount to be agreed upon;
- iv. Does not currently have, nor has had any personal service contracts with the MBCC or its senior management at any time during the past five years;
- v. Does not receive and has not received any additional remuneration from the MBCC apart from a Director's remuneration, nor participates in the MBCC's performance-related payment plans;
- vi. Is not a member of the immediate family or any individual who is, or has been at any time during the past five years, been employed by the MBCC as a senior executive officer; and
- vii. Is not, nor has been at any time during the past five years, been affiliated with or employed by a present or former auditor of the MBCC.

04 >> Chairman and Deputy Chairman

- 4.1** The Chairman is appointed by the Minister as head of the Board. There should be a clear demarcation between the functions of the Executive Director and the Chairman. The Chairman is the leader of the Board. It is necessary that he/she sets the tone at the top and articulates his/her vision and style and lead by example.
- 4.1.1** The Minister shall appoint a chairman and a deputy chairman, from among the members of the Board.
- 4.1.2** The Chairman of the Board presides over the MBCC Board meetings. The Deputy Chairman replaces and assumes the powers and duties of the Chairman in the absence or inability of the Chairman to act.
- 4.1.3** In the case of the absence or inability to act at any meeting of both the Chairman and the Deputy Chairman, the remaining members shall elect one of their numbers to act as Chairman of that meeting.
- 4.1.4** The Chairman of the Board is primarily responsible for the activities of the Board and its committees; and is the principal contact for the Executive Director who shall meet regularly with the Chairman.
- 4.1.5** The Chairman of the Board is also responsible for maintaining communication protocols with the Responsible Minister, Permanent Secretary and other stakeholders as established by the Ministry of Finance & the Public Service.
- 4.1.6** The Chairman's primary roles are to:
- i. Ensured that Board Members, upon appointment, participate in an orientation programme and as needed, additional education or training programmes.
 - ii. Establish the frequency of Board Meetings and review such frequency from time to time, as considered appropriate or as requested by the Board.

- iii. Board Members receive all the information necessary with sufficient time for consultation and decision-making in the performance of their duties.
- iv. Manage the affairs of the Board of Directors by ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.
- v. Ensure that the appropriate committees are established and that they are functioning and reporting to the Board.
- vi. Lead the Board in monitoring the performance of the Managing Director;
- vii. The performance of the Board Members is evaluated annually; and
- viii. The Board has proper contact with the executive management.

4.2 Consult with external advisors appointed by the Board.

4.3 Determine the agenda of Board meetings, chairing such meetings and ensuring that minutes of such meetings are kept.

4.4 Address problems related to the performance of individual Board Members.

4.5 Address internal disputes and conflicts of interest concerning individual Board Members and the possible resignation of such Members as a result.

05 **Company Secretary**

5.1 The Secretary is the secretary of the Board and is required to assist the Board as required by the general law and best practice.

5.2 The Secretary should be subjected to similar requirements of “fit and proper” requirements as a new director, being an officer of the company and a key governance fiduciary.

- 5.3** All Board Members may go to the Secretary for advice or guidance in the understanding of and the execution of their duties.
- 5.4** The Secretary seeks and provides all relevant information and material and takes such steps as will support the Board in following correct procedures, acts ethically and in compliance with all relevant governance principles, so that the Board will itself comply with its obligations under Law and the GOJ requirements and guidelines and will make conforming strategy and policies.
- 5.5** The Secretary shall assist the Chairman of the Board in organising the Board's activities and administration including governance and compliance, general administration, use of Seal, liaison - internal and external, providing information, preparing agenda, reporting of meetings, evaluations and training programmes, signing of documents and instruments, and record-keeping.
- 5.6** The Secretary should prepare and circulate Board minutes and Board papers.
- 5.7** The Secretary shall file the relevant notices and registrations with the Companies Office of Jamaica to ensure the Centre's compliance with the Companies Act.
- 5.8** The Secretary is to act as the chief governance advisor to the Board and will guide the Board on all matters related to corporate governance, effective operations of the Board's regulatory compliance and ethical standards.

06 » Executive Director

6.1 The Executive Director is accountable to the Board through the Chairman for the overall achievement of MBCC's financial and customer satisfaction objectives. The Board should hire, appoint, evaluate and determine the tenure of the Executive Director, whose primary role should be to manage the day-to-day operations of the Convention Centre. The Executive Director should be held accountable by the Board for the performance of the company and the implementation of the Board's strategy and policy in accordance with "mutually agreeable and written performance objectives"¹ which are outlined in the Corporate Plan. The Executive Director's contract should be void of any ambiguity whatsoever, with the clear definition of roles and responsibility for management, inclusive of the authority delegated from the Board.

6.2 Role of the Executive Director

The Executive Director shall:

- 6.2.1** Appropriately delegate strategic activities to team members and monitor their implementation.
- 6.2.2** Ensure adherence to the level of authority recommended by the Board in the performance of his or her duties.
- 6.2.3** Submit the main strategic options to the Board and undertake the implementation of the decisions taken by the Board.
- 6.2.4** Liaise with important local and international stakeholders, relevant agencies of Government, Non-Government agencies and any other relevant stakeholders.
- 6.2.5** Provide all relevant information to the Board to enable it to exercise its responsibilities.

¹Corporate Governance Framework for Public Bodies, 2012

- 6.2.6** Ensure the preparation and submission of reports, e.g., annual reports and audited financial statements, in accordance with the relevant laws, acts and regulations.
- 6.2.7** Operate as the chief spokesperson for the MBCC and communicate with stakeholders as prescribed by law or as necessary².
- 6.2.8** Establish an appropriate reporting relationship between the Permanent Secretary and him/herself as well as between him/herself and the Responsible Minister.
- 6.2.9** Ensure that the organisational structure is supported by adequate human resources with complimentary development programmes.

07 **Sub-Committees of the Board**

- 7.1** To support the effective performance of its duties, the Board may appoint committees from among its members and delegate any of its powers, authorities and discretions for such time and on such terms as it thinks fit.
- 7.2** Each committee shall promptly advise the Board of the actions taken and major developments of which it becomes aware. Each Director has unrestricted access to all committee meeting records.
- 7.3** The Board shall establish (and may amend) Charters/Terms of Reference (TOR) for each committee.
 - 7.3.1** The Charter/TOR shall indicate the role and responsibilities of the committee, its composition, structure, quorum requirements and how it should perform its duties.
 - 7.3.2** The TOR of a committee shall require that the committee has no less than two board members.
- 7.4** The Chairman of Board Committees shall be chosen by the Board and shall be members of the Board.

²Ibid.

- 7.5** The Chairman of the Board is an ex-officio member of all committees except the Audit Committee.
- 7.6** Board Committees may co-opt to perform the duties of the committee, individuals who are not members of the Board but who possess a broad range of qualifications relevant to the function of the MBCC and the specific committee.
- 7.7** At least one half of the members of committees with co-opted members shall be Directors.
- 7.8** The Board remains collectively responsible for the decisions and actions taken by any committee. A committee may only perform the tasks delegated to it by the Board and may not exceed the authority or powers of the Board as a whole. Decisions that, by law, are reserved for the Board may not be delegated to a committee. Committees may make recommendations for such decisions for the consideration of the entire Board.

08 Directors

8.1 Role of a Director

As a member of the Board, each Director shall:

- 8.1.1** Through the exercise of due diligence, fulfil the legal requirements and obligations of a Director in discharge of his/her fiduciary duties, namely: to act honestly and in good faith in the best interests of the MBCC and to exercise the due diligence and skill that a reasonably prudent person would exercise in comparable circumstances³;
- 8.1.2** Recognise the Board's accountability to stakeholders in the governance of the MBCC and ensure that the best interests of the MBCC are considered paramount;
- 8.1.3** Devote sufficient time to the MBCC's affairs;

³Public Bodies Management & Accountability Act, Section 17

- 8.1.4** Assist the MBCC in the achievement of corporate strategic objectives;
- 8.1.5** Ensure that he or she and the Board as a whole act in the best interests of the MBCC rather than in the interests of an individual Director or any other interests;
- 8.1.6** Monitor his or her continued ability to meet these expectations; and
- 8.1.7** Shall, if requested, join the committees of the MBCC.

8.2 Specific Conduct as a Director

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

- 8.2.1** Conduct himself or herself honestly, fairly, ethically and with integrity;
- 8.2.2** Contribute views based on his or her unique skills and experience;
- 8.2.3** Address any requests of Senior Management to the Executive Director;
- 8.2.4** Monitor potential conflicts of interest he or she may have regarding any matters before the Board;
- 8.2.5** Declare any potential conflicts promptly to the Board and abstain from discussion and voting on any related matter; and
- 8.2.6** Adhere to the MBCC's Code of Ethics

09 » Co-opted Members and Invitees

- 9.1** The Board may co-opt such persons as it deems fit to serve on Sub-Committees of the Board.
- 9.2** Co-opted Committee Members have the same rights and privileges at committee meetings as other members of the committees including the right to vote.

9.3 The admission to a meeting of persons other than co-opted members, Directors, the Executive Director, the Secretary and (if invited) other executives, shall be decided by majority vote of the committee members present at the meeting.

9.4 Invitees to meetings shall not constitute part of the quorum and shall not be entitled to vote.

10 **Conflicts of Interest**

10.1 Conflict of Interest

A conflict of interest exists where a member of the Board is directly or indirectly interested in any disclosure matter which is being dealt with by the Board.

10.2 Duty to Disclose

10.2.1 Upon appointment, each Director shall complete a Declaration of Interest form which will be maintained by the Board Secretary and a copy of which shall be sent to the Responsible Minister through the Permanent Secretary.

10.2.2 A Director shall immediately disclose to the Board, 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 nature/details of the conflict must be recorded by the Secretary. The Director concerned shall not take part in any deliberation or decision of the Board with respect to that matter.

10.3 Related Party Transaction

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

- i. A Director of the MBCC;

- ii. The Chairman, Executive Director and Senior Managers of the MBCC including anyone who reports directly to the Board or the Executive Director;
- iii. The parents, children, or spouse of any of the natural persons listed herein; and
- iv. 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 i-iii above.

10.4 Abstention by Conflicted Party

Where conflicts of interest do occur, Directors 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 MBCC or exercise their right to vote in respect of such matters.

10.5 Requirements to Approve Conflicts of Interest

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

11 » Confidentiality

11.1 Principles of Confidentiality

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

- 11.1.1** As a general rule, each Director shall keep all confidential information confidential, and no Director shall use confidential information for personal gain or

use. This obligation survives the termination or resignation of a Director as a Director of the MBCC.

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

11.1.3 A Director may disclose such information to fellow Directors as well as to staff members of the MBCC who, in view of their activities for the MBCC, should be informed of the information.

11.1.4 A Director shall not use such confidential information for personal benefit.

11.2 Notice of Disclosure

11.2.1 If a Director intends to disclose to third parties, information of which the person has become aware in duties and which may be confidential, the Director must inform the Board of the intent and the identity of the person who is to receive the information with sufficient notice for the Board to assess the situation and take a decision. This section applies to both official and personal statements and to any person attending Board Meetings which in terms of their content and form are clearly only intended for the Board.

12 » Board Meetings

12.1 Notice, Agenda and Documents

12.1.1 To ensure proper review of all materials being used at the Board meetings a notice of each meeting together with an agenda and meeting documents shall be circulated to all Directors at least five (5) clear days prior to the meeting.

12.1.2 The Chairman shall consult with the Executive Director prior to convening the meeting on the

contents of the agenda. The Executive Director and Directors shall have the right to request that an item be placed on the agenda for a Board meeting provided that the item is notified to the Chairman at least six days prior to the meeting.

12.2 Venue of Meetings

- 12.2.1** Board meetings are generally held at the offices of the MBCC but may also take place at such places and times and on such days as the Board may determine.
- 12.2.2** In addition, meetings of the Board may be held by conference call, video conference or by any other means of communication, provided all participants can communicate with each other simultaneously.

12.3 Frequency of Meetings

- 12.3.1** The Board shall meet at least six times within each financial year.
- 12.3.2** An annual schedule of Board meetings for the following year shall be agreed by the Board and circulated to Directors at the start of each year.
- 12.3.3** Each year, the Board reserves at least one (1) full day to discuss and develop strategic policies and to assess or review the Strategic Plan and annual budget.

12.4 Special Meeting

- 12.4.1** 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 Board within seven (7) days of a written request for the purpose addressed to him by any members of the Board.

12.5 Meeting Attendance

- 12.5.1** Directors are expected to attend and actively participate in meetings of the Board and the committees on which they serve, and to meet as frequently as necessary to properly discharge their duties.

12.5.2 Attendance at meetings by the Board must be recorded.

12.6 Minutes and Record

12.6.1 The Company Secretary is charged with the responsibility of recording accurate minutes of meetings and the decisions which are made at every Board meeting.

12.6.2 The minutes of the meeting must be confirmed by the Board and then signed by the Chairman of the meeting and the Secretary and added to the Board's records.

12.6.3 Each Director shall receive a copy of the minutes.

12.7 Resolutions and Adoption at Meeting

12.7.1 At a meeting, the Board may only pass resolutions if a quorum is present.

12.7.2 Urgent resolutions may be drawn up and adopted immediately in the relevant meeting.

12.7.3 The Directors shall try to arrive at unanimous decisions. However, Directors are encouraged to voice dissenting opinions and record these in the minutes when unanimity cannot be reached.

12.8 Round Robin Resolutions

12.8.1 In the event that an urgent decision is required before the next scheduled meeting and upon request of the Executive Director or Committee Chairman, the Company Secretary shall seek the permission of the Chairman of the Board to use the round robin methodology to circulate the submission (via email) to all Directors for comments and/or voting. All comments and/or votes shall be recorded.

12.8.2 A decision made by round robin shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and shall be noted at the subsequent meeting.

12.8.3 All resolutions approved by round robin should, thereafter, be presented at the next regular Board meeting for ratification.

12.9 Objection to Resolutions

- 12.9.1** A Director who objects to any resolution adopted by the Board shall have his or her objection recorded in the minutes.
- 12.9.2** Directors who have taken part in a meeting may not object to resolutions adopted at the meeting on the grounds of an invalid notice.
- 12.9.3** Directors 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 decision⁴.

12.10 Individual Vote

- 12.10.1** Each Director has the right to cast one vote.

12.11 Majority Vote

- 12.11.1** The decisions of the Board shall be by a majority of votes and, in addition to an original vote, the Chairman or other member presiding at the meeting shall have a casting vote in any case in which the voting is equal.

13 » Orientation and Evaluation

13.1 Director Orientation and Training

- 13.1.1** The Board and Management will conduct a comprehensive orientation process for new Directors to become familiar with the Centre's mission, vision, strategic direction, core values, financial matters, corporate governance practices and other key policies and practices through a review of background material and meetings with Senior Management.
- 13.1.2** The Board through the Chairman and Company Secretary, will recommend such training for Directors as is necessary for them to maintain the knowledge and expertise required to understand the operations

⁴Corporate Governance Framework for Public Bodies, 2012

of the MBCC and to properly discharge their role and function as Directors.

13.1.3 The cost of the orientation and any other such training as recommended by the Chairman, or the Company Secretary shall be borne by the MBCC.

13.2 The Board will conduct an annual performance evaluation of each Director, the board on a whole, the Chairman and its committees. The evaluation process will be conducted in accordance with procedures established by the Board which are guided by the Ministry of Finance & the Public Service board evaluation systems. The performance evaluation shall be in line with the MBCC's set goals and objectives and may also include setting out the goals and objectives of the MBCC for the upcoming year.

14 **Compensation of Directors**

14.1 Directors are remunerated for their attendance at Board meetings in accordance with the Ministry of Finance & the Public Service Circular in effect⁵.

14.1.1 Co-opted members to committees are also remunerated for their attendance at committees meeting in accordance with the MoFPS circular in effect regarding Board fees.

14.2 Directors and co-opted members of sub-committees' meetings shall be reimbursed for mileage and toll charges incurred for attending meetings. The rate for mileage will be in accordance with the provisions of the MoFPS.

⁵PBMA Act, Section 20

15 » **External Auditor**

15.1 Appointment of External Auditor

The external auditor of the MBCC shall be appointed by the Board and must be a registered Public Accountant under the Public Accountancy Act.

15.2 Representation by External Auditor

When appointed, the external auditors shall indicate their awareness of the MBCC's policies and other matters provided for in this Charter and the Terms of Reference of the Audit Committee and shall agree to abide by and promote such policies.

15.3 Compensation of Auditor

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

15.4 Attendance of External Auditor

The MBCC shall ensure that the external auditor attends the meeting of the Board at which the report of the auditor with respect to the audit of the annual accounts is discussed and at which the Board decides whether to approve the annual accounts. The external auditor shall receive any financial information underlying the quarterly financial reports and other interim financial reports and shall be given the opportunity to respond to all information.

15.5 Contact with External Auditor:

The Board's principal contact with the external auditor is through the Chairman of the Audit Committee.

15.5.1 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.

15.6 Recommendations by External Auditor

The Board 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 MBCC's internal control, as expressed in the management letter.

15.7 Reports to the Board

The Audit Committee shall report its dealings with the external auditor to the Board on an annual basis, including its assessment of the external auditor's independence.

15.8 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 and capacities in which the external auditor acts. The main conclusions of this assessment shall be communicated to the Board so it may assess the nomination for the reappointment of the external auditor.

15.9 Conflicts of Interest – External Auditor

Conflicts of interest and potential conflicts of interest between the external auditor and the Board shall be resolved in accordance with the Audit Committee's TOR laid down or as determined by the Board on the recommendation of the Audit Committee. Directors 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 MBCC.

16 » Other Provisions

16.1 Restriction on Loans and Guarantees

The Board does not grant personal loans, guarantees or the like to Directors.

16.2 Agreement to be bound by Charter

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

16.3 Indemnity

No action, suit, prosecution or other proceedings shall be brought or instituted personally against any member of the Board in respect of any act done bona fide in pursuance or intended execution of the Director's functions.

16.4 Seal

Every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director.

16.5 Website Disclosure

The Board's Charter, Committees Charters/Terms of References and the composition of the committees shall be posted on the MBCC's website.

16.6 Communication

The Board is committed to providing timely, accurate and balanced information on the operations of the MBCC.

16.7 Interpretation

In case of uncertainty or difference of opinion on how a provision of this Charter should be interpreted, the Board shall decide in relation thereto.

16.8 Charter & Amendment

This document represents the entire Charter; and may, subject to the MBCC Articles of Incorporation and any other Acts of Government, be amended by the Board at its sole discretion.

16.9 Charter Review

The Board shall review this Charter at least every two years.

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Endorsements and Approvals Required by The Board

The endorsement and/or approval of the Board is required for:

17.1 Any change in policy direction;

17.2 Any modification to the Board and Committee Charters;

17.3 Establishment of Committees, appointment of its Members and chairmen;

17.4 Adoption of the Annual Budget;

17.5 All Financial Statements before publications;

17.6 All acts that by Law of the GoJ requirements and guidelines, require such approval;

17.7 The appointment of external auditors;

17.8 The engagement/appointment of the Executive Director, the Company Secretary and the Internal Auditor;

17.10 Acquisition of all major assets of the company;

17.12 Changes to the Organisation Structure (Endorsement);

17.13 Staff benefits such as pension and allowances (Endorsement);

- 17.14** All material transactions in which there are conflicts of interest or the potential for conflicts of interest with Board Members;
- 17.15** Any major activities that fall outside of the normal administrative operations of the Centre.

18» Adoption of Board Charter

- 18.1** This Charter has been adopted by the Board at its meeting held at Rose Hall, Montego Bay, on Thursday, June 8, 2023, and the signatures of the Chairman of the Montego Bay Convention Centre and the Company Secretary signify such approval for effectiveness.

Chairman's Signature

Bert Wright

Bertram Wright

Date: June 8, 2023

Company Secretary's Signature

Tanisha Cunningham

Tanisha Cunningham

Date: June 8, 2023



BOARD *Charter*



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