

# **THE MAURITIUS CIVIL SERVICE MUTUAL AID ASSOCIATION LTD**

## **JOB DESCRIPTIONS FOR KEY GOVERNANCE POSITIONS**

### **1.0 KEY ROLES & RESPONSIBILITIES**

In line with the National Code of Corporate Governance for Mauritius, the Board has approved the job descriptions for key governance positions as hereunder:

#### **1.1 DIRECTORS OF THE BOARD**

The Board has ultimate responsibility for the affairs of the Association and shall:

- (a) approve the Association's corporate plan covering short term and long term business objectives, strategy together with appropriate policies to execute the strategy, including those relating to risk management, capital adequacy, liquidity, risk appetite, compliance, internal controls, communication policy, director selection, and orientation and evaluation;
- (b) require management to review periodically the effectiveness of the established corporate plan and report results to the Board;
- (c) appoint and monitor senior management, question and scrutinise their performance in the achievement of corporate objectives;
- (d) question, scrutinise and monitor the performance of Board sub-committees, and individual directors;
- (e) ensure that policies and systems in place are effective to achieve a prudential balance between risks and returns to shareholders;
- (f) ensure that the Association has implemented effective systems and practices to achieve compliance with legal requirements, including regulations and guidelines issued by the Bank of Mauritius;
- (g) require Management to review and assess periodically the efficiency and effectiveness of policies, systems and controls and report results to the Board;
- (h) be responsible for the appointment of senior officers and assessing periodically their performance in the context of established corporate objectives and plans;
- (i) approve the organization structure of the Association and its staff compensation policies;
- (j) approve the capital and operating budgets of the Association, capital adequacy assessment process, capital and liquidity plans; and
- (k) ensure that there is clear demarcation of duties and responsibilities between the Board and management in order to implement an effective accountability regime. The Board should be independent of Management, holding periodically Board meetings where management officials are not

present. The Board shall periodically assess the CEO's effectiveness in achieving approved corporate objectives and risk appetite framework.

## **1.2 CHAIRPERSON OF THE BOARD**

**The Chairperson of the Board is responsible for and shall establish and verify that:**

- (i) the Board fulfills its duties;
- (ii) Board members, when appointed, participate in an induction program and, as needed, in supplementary training programs;
- (iii) the Board members receive all information necessary for them to perform their duties and reach informed decisions;
- (iv) the agendas of Board meetings are determined;
- (v) the Board meetings are chaired in an effective manner;
- (vi) the Board has sufficient time for consultation and decision-making;
- (vii) minutes of Board and Sub-Committee meetings are kept;
- (viii) the Board Sub-Committees function properly;
- (ix) consult with external advisors appointed by the Board;
- (x) the performance of the Board members is evaluated every year based on relevant objectives and seeking continuous improvement;
- (xi) under his leadership, the Board operates as a well-functioning balanced team;
- (xii) address problems related to the performance of individual Board members;
- (xiii) the Board elects the Vice-Chairpersons;
- (xiv) internal disputes and conflicts of interest concerning individual Board members and the possible resignation of such members as a result thereof are addressed; and
- (xv) the Board has proper contact with the CEO.

## **1.3 CHIEF EXECUTIVE OFFICER**

The CEO shall be directly responsible for the day to day operations of the Association and shall be conversant with the state of internal control, the prevailing legislation as well as current issues impinging the financial sector.

In addition to the above, the CEO has the following key responsibilities:

- (i) Consistent with the direction given by the Board, to implement business strategies, risk management, risk culture, processes and controls for managing the risks to which the financial institution is exposed and concerning which it is responsible for complying with laws, regulations and internal policies;

- (ii) Provide adequate oversight and ensure that the financial institution's activities are consistent with the business strategy, risk appetite and the policies approved by the Board;
- (iii) Establish a management structure that promotes accountability and transparency throughout the financial institution; and
- (iv) Provide the Board with the information it needs to carry out its responsibilities, supervise senior management and assess the quality of senior management's performance.

#### **1.4 CHAIRPERSON OF THE STAFF COMMITTEE**

**The Chairperson of the Staff Committee presides the meeting with the following terms of reference:**

- (i) The Staff Committee is responsible to look after appointment, welfare and conditions of service of the staff of the Association.
- (ii) The Committee shall focus on and make recommendations to the Board mainly on matters pertaining to:
  - Recruitment
  - Appointment
  - Remuneration
  - Conditions of Service
  - Discipline
  - Industrial Relations
  - Staff Welfare
  - Training and productivity
- (iii) Where necessary, the Committee shall, with the concurrence of the Board, have recourse to the services of consultants/experts. The Committee shall, together with the Chief Executive Officer, ensure:
  - The promotion of sound industrial relations;
  - A staff development programme and a clear succession plan;
  - That the procedures laid down regarding recruitment, appointment and discipline as approved by the Board are complied with;
  - That the statutory provision relating to Health and Safety is observed.
- (iv) The Committee meets every month and submits a report on its decision and recommendations to the Board at its ensuing monthly meeting.

## **1.5 CHAIRPERSON OF THE FINANCE AND RISK MANAGEMENT COMMITTEE**

**The Chairperson of the Finance and Risk Management Committee presides the meeting with the following Terms of Reference:**

- (i) The Finance & Risk Management Committee is responsible for financial management and controls and ensuring that processes for risk management are effective.
- (ii) The Committee shall focus and make recommendations to the Board mainly on matters pertaining to:
  - Liquidity position;
  - Finance and risk management matters;
  - Performance and Financial Statements;
  - Funding requirements;
  - Strategies relating to products and investment;
  - Rates of interest;
  - Procurement as per Section 16 of the Financial Management and Procurement Handbook;
  - Valuation of Funds.
- (iii) The Committee meets every month and submits a report on its decision and recommendations to the Board at its ensuing monthly meeting.

## **1.6 CHAIRPERSON OF THE AUDIT AND CORPORATE GOVERNANCE COMMITTEE**

**The Chairperson of the Audit & Corporate Governance Committee presides the meeting with the following Terms of Reference:**

- (i) The Audit and Corporate Governance Committee is responsible for monitoring the integrity of the financial statements; reviewing internal controls and risk management, and ensuring the independence and effectiveness of internal and external audit functions.
- (ii) The Committee shall focus on and make recommendations to the Board mainly on matters pertaining to:
  - the functioning of the internal control system;
  - the functioning of the Compliance Department;
  - The risk areas of the Association's operations to be covered in the scope of the internal and external audits;

- The reliability and accuracy of the financial information provided by Management to the Board and other users of financial information;
  - Whether the Association should continue to use the services of the current external and internal auditors;
  - Any accounting or auditing concerns identified as a result of the internal or external audits;
  - The Association's compliance with legal and regulatory requirements with regard to financial matters;
  - The scope and results of the external audit and its cost effectiveness, as well as the independence and objectivity of the external auditors;
  - The nature and extent of non-audit services provided by the external auditors, where applicable;
  - The financial information to be published by the Board.
- (iii) The Committee meets each quarter or earlier if required and submits a report on its decisions and recommendations to the Mutual Aid Board at its ensuing monthly meeting.

## **1.7 CHAIRPERSON OF THE INVESTMENT COMMITTEE**

**The Chairperson of the Investment Committee presides the meeting with the following Terms of Reference:**

- (i) The Investment Committee is responsible to:
- develop investment strategies to meet objectives approved by the Board;
  - review the statements of account and investment returns;
  - review and monitor accounting and investment policies;
  - provide financial and investment recommendations; and
  - assess and recommend to the Board the appointment and termination of investment managers and monitor their performance.

## **1.8 MARKETING COMMITTEE**

**The Chairperson of the Marketing Committee presides the meeting with the following Terms of Reference:**

The Marketing Committee shall focus and make recommendations to the Board on matters pertaining to:

- (i) Proposal and approval of annual Marketing Plan;
- (ii) Developing marketing tools and strategies that will contribute to raising the brand and awareness of the Association;

- (iii) Developing strategies for Mutual Aid products and customer delight;
- (iv) Improving customer service (through surveys, layout, going towards members);
- (v) Undertaking marketing actions and organising events to build corporate image and brand;
- (vi) Attracting new members to the Association (through data mining, presentation etc.);
- (vii) Strengthening market presence in the Association's target segments;
- (viii) Managing content for marketing and communication materials (including information sheets/application forms), website and other interfaces/channels through which MCSMAA connects to its customers and stakeholders;
- (ix) Carrying out market intelligence on competitors through their websites, products and services; and
- (x) Implementing guidelines/ instructions from Bank of Mauritius (BOM) and other authorities, including seeking BOM approval before advertising.

## **1.9 COMPANY SECRETARY**

**The main duties and responsibilities of the Company Secretary shall include but shall not be restricted to –**

- (a) providing the Board with guidance as to its duties, responsibilities and powers;
- (b) informing the Board of all legislation relevant to or affecting meetings of shareholders and directors and reporting at any meetings and the filing of any documents required of the company and any failure to comply with such legislation;
- (c) ensuring that minutes of all meetings of shareholders or directors are properly recorded in accordance with paragraph 8 of the Fifth Schedule and all statutory registers be properly maintained;
- (d) certifying in the annual financial statements of the Association that the Association has filed with the Registrar all such returns as are required of the company under this Act;
- (e) ensuring that a copy of the Association's annual financial statements and, where applicable, the annual report are sent in accordance with sections 219 and 220 to every person entitled to such statements or report in terms of this Act.