



Other Committees – Guidelines

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1.0. INTRODUCTION

As per COTT Bye-Laws [As amended at the 31st Annual Meeting held on 30th Day October 2020]
Item 16.1 - *“The Board may from time to time as deemed necessary appoint committees consisting of such number of Directors or Members as may be desirable and may prescribe their duties.”*

2.0. SCOPE

Where deemed necessary; specific issues relating to collective management that warrant special consideration shall be addressed by a Committee set up for that purpose. These may include but are not limited to:- (a) policy review and development, (b) licensing and compliance oversight, (c) stakeholder engagement, and (d) technological innovation.

The Board shall approve appropriate terms of reference for the Committee.

3.0. AUTHORITY AND DECISION MAKING

Committees serve in an advisory capacity and shall not have decision making authority. Recommendations will be submitted to the Board for approval. External engagements must obtain prior Board approval.

4.0. COMMITTEE MEMBERS

Committees shall consist of at least three Members appointed by the Board of Directors including a Chairperson and a staff representative. The Board may appoint additional members based on special expertise that they may possess to support the Committee’s work.

5.0. COMMITTEE MEETINGS

Committees shall meet at least once per month or as frequently as needed to fulfil its mandate. All Committee members are entitled to receive meeting notice. A quorum for any meeting of the Committee shall consist of two thirds the of its members. Questions arising at any meeting of the committee shall be decided by a majority of votes and, in case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

The Chair of the Committee shall be responsible for establishing the meeting agenda. The agenda, together with relevant materials, shall be sent to the Committee members in advance of each meeting. Meeting minutes should be recorded and distributed to the Board of Directors for review. The Committee shall make regular reports to the Board of Directors.

6.0. DURATION AND DISSOLUTION

Upon establishment, the duration of the Committee shall be fixed by the Board. Committees shall not span more than one financial year. All committees will be dissolved upon completion of its objectives or at the discretion of the Board.

7.0. ROLES AND RESPONSIBILITIES

The Chairperson shall

- a. Set the meeting agenda.
- b. Coordinate all Committee activities and preside at all meetings.
- c. Prepare required meeting minutes and report to the Board of Directors.
- d. Represent the Committee to the Board of Directors.

8.0. REMUNERATION

The Board will determine any applicable fees or budgetary allocations. Committee members will not receive compensation unless approved by the Board.

9.0. CONFIDENTIALITY

During their tenure, Committee members may have access to personal or sensitive information; Committee members should not disclose information that they have received as part of their position on the Committee.

Any conflicts of interest must be disclosed.