RECORDED ARTISTS ACTORS PERFORMERS

Role of Chair

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Approved by the Board: 19th March 2026

1. Purpose of the Role

The Chair leads the Board to ensure the organisation is well governed, strategically focused, financially sustainable, and accountable to its members.

The Chair's primary responsibility is to ensure that the Board:

- Acts in the best interests of the company and its members
- Provides effective oversight of risk, performance, and internal controls
- Ensures fair, transparent and efficient management of members' rights and revenues
- Maintains the trust and confidence of the membership, regulators, and industry stakeholders

The Chair supports and challenges the Chief Executive while ensuring appropriate separation between governance and management.

2. Governance context

The organisation operates as:

- A Company Limited by Guarantee (CLG) under the Companies Act 2014
- A member-owned collective management organisation subject to EU and Irish regulatory requirements, including:
  - EU Collective Rights Management Directive (transparency, member rights, distribution accuracy)
- Potentially subject to oversight by:
  - The Corporate Enforcement Authority
  - The Data Protection Commission
  - External auditors and member scrutiny

The Chair must ensure governance reflects:

- Member democracy and fairness
- Transparency in distributions and costs
- Strong risk management and internal controls

3. Key responsibilities

3.1 Board Leadership & Effectiveness

- Provide independent and objective leadership to the Board
- Set the Board agenda in partnership with the CEO and Company Secretary
- Ensure meetings focus on strategy, risk, performance, and member value
- Promote a culture of constructive challenge and open debate
- Ensure directors receive timely, high-quality information
- Oversee Board and committee effectiveness, including annual evaluations
- Ensure appropriate Board composition, skills and succession planning

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Recorded Artists Actors Performers Company Limited by Guarantee
Directors: M. Black, R. Buckley, B. Crosby, K. Goss, A. McEvoy, P. Magee, P. Noonan, R. O'Reilly, C. Tourish
Registered in Ireland No. 309692

3.2 Strategy & Performance

- Lead the Board in setting and overseeing the organisation's long-term strategy
- Ensure alignment with:
  - Member interests
  - Market developments (digital licensing, international mandates)
  - Financial sustainability
- Monitor organisational performance against strategic objectives
- Ensure the Board focuses on member value, not just revenue growth

3.3 Risk Management & Internal Controls

- Ensure the Board determines the organisation's risk appetite
- Oversee the effectiveness of:
  - Enterprise risk management
  - Internal controls over royalty processing and distributions
  - IT, data and cyber controls
  - Third-party and outsourcing risk
- Ensure the Audit & Risk Committee operates effectively
- Confirm that the Board receives a regular risk dashboard
- Ensure Internal Audit (or equivalent assurance) has appropriate independence and resources

3.4 Member Accountability & Transparency

- Champion member interests and fairness
- Ensure clear communication on:
  - Distribution policies and accuracy
  - Administrative costs and deductions
  - Governance decisions
- Chair General Meetings and ensure they are conducted fairly and transparently
- Support effective engagement with:
  - The different cohorts of members
  - Independent and major stakeholders

3.5 CEO Relationship & Executive Oversight

- Lead the appointment, appraisal and succession planning of the CEO
- Provide support, guidance and constructive challenge
- Ensure clear delegation of authority
- Avoid operational involvement while maintaining appropriate oversight

3.6 Governance, Compliance & Ethics

Ensure compliance with:

- Companies Act requirements
- CMO regulatory obligations
- Data protection and financial reporting standards

Promote high standards of:

- Integrity and ethical conduct
- Conflicts of interest management (critical in member-owned organisations)
- Transparency and accountability

Act as escalation point for significant governance or reputational issues.

3.7 External Representation

Act as ambassador for the organisation with:

- Members and industry bodies
- Regulators and government (where appropriate)
- International CMO networks

Work with the CEO on key external stakeholder relationships

4. Authority

The Chair:

- Has no executive authority
- Does not make operational decisions
- Acts through the Board and its committees
- May exercise a casting vote where provided for in the Constitution

5. Term of Office

The Chair shall be appointed for a term of three (3) years. The Chair may be reappointed, subject to Board approval, for additional terms. The maximum cumulative period of service as Chair shall not exceed nine (9) years.