

# MA3AZEF'S ADVISORY BOARD OF DIRECTORS POLICY

The Advisory Board's roles and responsibility must be congruent with the size of our operations; with an aim of providing strategic support, while serving as an Advisory Board for legal and financial matters.

The Advisory Board will serve with no expected financial compensation from ma3azef. Each Advisory Board will serve for a 3-year term.

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# 1. MA3AZEF’S TIMELINE

Starting from the beginning of September 2023 until the end of March 2024, Ma3azef will work with an Interim Advisory Board of Directors to support during our transitional phase and assist in developing the final form and structure of the Advisory Board as an entity within our organization.

Starting from the end of Q1, 2024. Ma3aze’f Advisory Board of Directors (Advisory Board) will be selected on a fixed term basis. The Advisory Board will be selected by Ma3azef Executive Directors, with consultations of previous [interim] Advisory Board members.

# 2. ADVISORY BOARD PRINCIPLES AND FOUNDATIONS

PRINCIPLE	FOUNDATION STATEMENT
CLARITY OF SCOPE	<b>The Advisory Board has a clearly articulated approach outlining purpose, roles &amp; responsibilities, process, timing and boundaries.</b>
	<b>WHY IS THIS IMPORTANT FOR MA3AZEF:</b> <ul style="list-style-type: none"> <li>• Articulate the purpose of the Advisory Board</li> <li>• Define meeting and governance protocols</li> <li>• Establish engagement parameters</li> <li>• Delineate meeting boundaries with governance and executive functions</li> <li>• Meeting and decision-making matrix</li> <li>• Board members contributions and meetings are inline with Ma3azef’s policies; namely the Advisory Board of Directors Policy, Ma3azef’s Policy on Fraud and Corruption: Prevention, Awareness, Reporting, and Response, codes of conduct (present in Ma3azef’s HR policy), Ma3azef’s PSEAH Policy, Ma3azef’s code of conduct and confidentiality provisions within the HR policy.</li> </ul>
	<b>WHY THIS IS IMPORTANT FOR BOARD MEMBERS:</b> <ul style="list-style-type: none"> <li>• Understand the rules of engagement</li> <li>• Understand the function and goals of the Advisory Board</li> <li>• Know where the Organisation is acquiring value from Board Member’s contribution</li> </ul>



<b>INDEPENDENCE</b>	<b>The Advisory Board has independent, diverse representation.</b>
	<b>WHY IS THIS IMPORTANT FOR MA3AZEF:</b> <ul style="list-style-type: none"> <li>• Elevate conversations to strategic level and away from day to day operational matters</li> <li>• Stimulates a broad focus on long term perspectives with external and diversified input</li> <li>• Encourages diversity of thought</li> <li>• Disclose and avoid conflict of interest in order to ensure proper and transparent risk management</li> <li>• Board Members are appointed independently</li> </ul>
	<b>WHY THIS IS IMPORTANT FOR BOARD MEMBERS:</b> <ul style="list-style-type: none"> <li>• Increases the value of contribution</li> <li>• Bring external value to internal problem solving</li> <li>• Ability to have a robust conversation, be open and direct in feedback</li> <li>• Members need to consider the independence of their role and any potential or perceived conflicts</li> </ul>
<b>FIT FOR PURPOSE</b>	<b>The Board Members are profiled and selected by the organization to fulfill the scope and meet the objectives.</b>
	<b>WHY IS THIS IMPORTANT FOR MA3AZEF:</b> <ul style="list-style-type: none"> <li>• Clear articulation of the priorities for the Advisory Board to address</li> <li>• Purposeful and targeted formation of the Advisory Board</li> <li>• Targeted and select specialist knowledge, skills and connections</li> <li>• Scoping of Board Member profiles to address the organizational priorities</li> </ul>
	<b>WHY THIS IS IMPORTANT FOR BOARD MEMBERS:</b> <ul style="list-style-type: none"> <li>• Assuring the expertise of each selected Board Member is in line with what the organization needs</li> <li>• Goal orientation for purposeful strategizing to achieve Ma3azef's goals of sustainable growth</li> <li>• Maximize impact of external advice</li> </ul>

<b>STRUCTURE AND DISCIPLINE</b>	<b>The Advisory Board structure is clearly outlined with management protocols to establish, manage and review effectiveness.</b>
	<b>WHY IS THIS IMPORTANT FOR MA3AZEF:</b> <ul style="list-style-type: none"> <li>• The Advisory Board aligns to the broader governance and management frameworks</li> <li>• Disciplines and protocols enable the organization to follow through and be focused on outcomes</li> <li>• Information and reporting processes are simple, clear and implemented</li> <li>• Evaluation of outcomes and effectiveness enables the Advisory Board to evolve with the organizational needs</li> <li>• For the process to work effectively, executives within the organization need to be committed to the process</li> <li>• Provides a process to manage ethical boundaries when seeking advice</li> <li>• Scheduled reviews of key performance indicators, member evaluations and performance outcomes</li> </ul>
	<b>WHY THIS IS IMPORTANT FOR BOARD MEMBERS:</b> <ul style="list-style-type: none"> <li>• Roles are clearly defined enabling members to be effective in their roles</li> <li>• Board Members have a common understanding of expectations and protocols</li> <li>• Provides clarity and commitment for member terms of engagement</li> </ul>
<b>MEASUREMENT</b>	<b>The Advisory Board is assessed on an ongoing basis for economic impact and organizational alignment.</b>
	<b>WHY IS THIS IMPORTANT FOR MA3AZEF:</b> <ul style="list-style-type: none"> <li>• The Advisory Board has clearly articulated goals to measure performance</li> <li>• The Advisory Board maintains focus</li> <li>• Impact of the Advisory Board can be validated</li> <li>• The Advisory Board can adapt to the organizational needs</li> <li>• Annual impact assessment measures the organizational result to the goals</li> <li>• Re-evaluation of goals is in line with the organizational needs</li> <li>• Self-evaluation and assessment of the Advisory Board and its members</li> </ul>
	<b>WHY THIS IS IMPORTANT FOR BOARD MEMBERS:</b> <ul style="list-style-type: none"> <li>• Members are clear on the priorities of the organization</li> <li>• Members stay focused</li> <li>• Members can articulate and validate where they add value</li> </ul>

### 3. ROLE AND FUNCTION OF THE ADVISORY BOARD OF DIRECTORS

#### 3.1. Sustainability and Growth - Strategic

As a strategic Advisory Board, the majority of the Board's responsibilities lie within strategic advising and planning; including identifying opportunities, support with establishing annual and quarterly objectives, obtaining resources, networking and advocacy, assistance with managing donor relationships, and assessing risks. The Board is also responsible for advising on the initial stages of transition or strategic execution. The focus or expertise of selected Advisory Board members will evolve over time, and become more inclusive of Ma3azef's sustainability and growth strategies for each serving period/term.

The Board's involvement extends to advising on decisions regarding capital structure, debt, equity, as well as takeovers, mergers, acquisitions, and other significant events that could present external growth opportunities or potential risks to stakeholders. During such occasions, the Advisory Board's level of engagement might surpass the usual extent.

Therefore, together with the external Advisory Board, Ma3azef's internal executive directors will set the organization's goals, pitch upcoming projects and monetization strategies, and develop qualitative and quantitative metrics to measure success.

Advisory Board meetings and evaluations will be conducted on a quarterly basis to evaluate the past quarter and advise on the coming. In its fixed form, the Advisory Board will be oriented towards business development and scaling up Ma3azef's operations.

The Advisory Board members will provide insights and support through their diverse backgrounds; be it legal support or financial advising, network-based connections to regional and international opportunities, insights on the music industry and how to enlarge Ma3azef's footprint within the field of music journalism, and direct connections to artists, artist agents, venues and so on.

## 3.2. Checks and Balances - Operational

The Advisory Board will serve as an advisory unit for accountability and crisis mitigation within Ma3azef's operations. The Advisory Board will be responsible for advising on high level complaints. The Advisory Board will be informed of any incidents of fraud, corruption, sexual misconduct or abuse. Moreover, If the issue needs external support, it will require Ma3azef notifying and consulting the Advisory Board members on ways forward.

Two members of the Advisory Board will be included formally as focal points within the safeguarding committee, the Advisory Board in its entirety shall consult, advise, and assist Ma3azef's safeguarding committee in properly and promptly addressing any safeguarding concerns or reports of misconduct within 10 business days of the confirmation of the formal receipt of the incident report.

Furthermore, In the case of specific and dire emergencies, the Advisory Board will have crisis management roles and responsibilities to fill the executive directorial positions until crises are mitigated and responded to. This will be done in consultation with the executive directors. If, suddenly, one of the Executive Directors (that of Operations or Content) cannot fulfill their responsibilities due to illness/war/emergency that lasts longer than two weeks, Ma3azef's Executive Directors and the Advisory Board Members would have previously selected and agreed upon the two board members who will fulfill the duties of the position until a new hire is inducted into the organization. The selection of the two Board Members who can take on the 'emergency executive roles' will be nominated by the Executive Directors at the launch of every Advisory Board term.

## 4. CORE FUNCTIONS OF THE ADVISORY BOARD OF DIRECTORS

- 4.1.1. Fundraising and Development
- 4.1.2. Strategic Planning and Performance Evaluation
- 4.1.3. Financial Advising on Ma3azef's business models and tailoring funding strategies in line with the goals of sustainability and growth
- 4.1.4. Supporting Executive Directors with leadership and crisis management
- 4.1.5. The development of the form and effectiveness of the Advisory Board as a governance entity within Ma3azef

## 5. ADVISORY BOARD SELECTION AND MANAGEMENT

### 5.1. Profiles Of Advisory Board Members

The Advisory Board will be composed of Seven Members. Five of which are external Advisory Board members selected every 3 years, and two of which are Internal Executive Members. The member's expected expertise and specializations are listed below.

#### External Advisory Board Members

- 5.1.1. Cultural Practitioner Specialized in Events
- 5.1.2. Funding Specialist
- 5.1.3. Academia and/or Curation Focused Practitioner
- 5.1.4. Arts and/or Cultural Practitioner
- 5.1.5. One honorary artist will be invited for every board serving period (senior artists within the music industry) - *This member will not be selected for the interim Advisory Board.*

#### Internal Executive Members

- 5.1.6. Director of Operations
- 5.1.7. Director of Content

### 5.2. Advisory Board Expectations

- 5.2.1. Embrace and articulate the mission, values, and strategic programs of Ma3azef.
- 5.2.2. Contribute generously and meaningfully to Ma3azef in order to secure corporate support and funding, and actively participate in cultivation and fundraising activities.
- 5.2.3. Thoroughly comprehend Ma3azef's programs, strategies, financial structure, and annual fiscal objectives.
- 5.2.4. Actively engage in Board meetings and strategy sessions.
- 5.2.5. Promote and serve as ambassadors for Ma3azef's projects, events, and mission.
- 5.2.6. Advocate for Ma3azef to obtain support, funding, and partnerships for the development of new programs.
- 5.2.7. Adhere to Ma3azef's policies, including but not limited to the Ma3azef's Policy on Fraud and Corruption: Prevention, Awareness, Reporting, and Response, the PSEAH Policy, and the Advisory Board of Directors Policy. Found Here: <https://ma3azef.com/institutional-resources/>



## 5.3. Nominations and Selection

The Executive directors (of Content and Operations) plan and manage the Advisory Board selection process with support from the Business Development and Funding Manager. The nomination and selection process must begin 6 months prior to the completion of the running 3-year-term.

The previous Advisory Board members will nominate individuals to fill in member roles within the board, the final decision-making process and selection falls under the scope of responsibility of the executive directors (of Content and Operations). Advisory Board members can serve a maximum of two 3-year-terms.

Ma3azef management, along with the Advisory Board serving their term, will identify prospective board members from the current Board, as well as the community at large, who possess the desired qualifications and appear to be promising directors - following a gap analysis and setting the Advisory Board's priorities for the coming 3-year-term.

## 5.4. Selection Process and Interview Process

- 5.4.1. The running Advisory Board and executive directors develop a list of nominees for selection and agree upon their capacity and prospective competence in serving as Ma3azef's new Advisory Board.
- 5.4.2. Advisory Board members and Executive Directors launch the vetting process before contacting prospective members.
- 5.4.3. Executive Directors contact nominees to scope and assess initial interest.
- 5.4.4. Interested potential members will be interviewed by the executive directors and a delegate from the currently running Advisory Board. The interview must address the timeframe, expectations, descriptions of Board practices at Ma3azef, and ask about the candidate's professional experience and their motivation for Board participation to understand ways in which the candidate can contribute.
- 5.4.5. Potential nominees might be invited to attend the annual Advisory Board strategy session or a quarterly meeting, as a method to meet previous Advisory Board members and management staff and gain exposure to Ma3azef's strategic goals and concerns, along with the methods in which they are addressed.
- 5.4.6.
- 5.4.7. Interested Advisory Board members will be sent a letter that confirms:
  - A. Dates of the Advisory Board term
  - B. Dates and plans for the Advisory Board orientation process
  - C. Dates for Advisory Board meetings for the fiscal year
  - D. Name of Advisory Board member
  - E. Expectations of Advisory Board member's role

F. Review and verification of Ma3azef's policies that apply to the Advisory Board

## 5.5. Removal of Advisory Board member

A member of the Advisory Board may be removed from office by a majority vote (4/7) of all directors in office.

## 6. REPORTING AND ROUTINE SESSIONS

- 6.1. Advisory Board members are expected to meet 5 times annually. The first time at the launch of the Fiscal Year for the annual forecast and strategy meeting, followed by a meeting at the closing of every quarter. At Least 1 of these meetings should be held in person.
- 6.2. Agendas for Advisory Board routine meetings are to be prepared by executive directors, and sent to Advisory Board members 5 business days prior to the meeting date (at a minimum).
- 6.3. Advisory Board members are required to provide Ma3azef with an end of term insights and lessons learnt report following serving for 3 years. This report includes successes, shortcomings, lessons learnt, gaps, and recommendations on ways to move forward.