

Licensing Committee Advisory Group Terms of Reference



Terms of Reference for the Licensing Committee Advisory Group

The Licensing Committee Advisory Group (the "LCAG") is an advisory group to the Licensing Committee. It shall provide a platform for discussion in relation to the licensing of commercial and production music and recommend appropriate action to management and the Licensing Committee.

1. Duties

1.1 The duties of the LCAG are as follows:

- (i) Review and make recommendations regarding Licensing topics delegated by the Licensing Committee in line with its commercial priorities and the *PRS for Music* Commercial five-year plan,
- (ii) Review and make recommendations regarding specific forthcoming Licensing Committee decisions as delegated by the Licensing Committee to review,
- (iii) To give feedback upon receiving notice of deal negotiations in order to guide management and the Licensing Committee in their discussions and decision making (such deals will subsequently be approved by Licensing Committee or Board without going back for further discussion at LCAG)
- (iv) To discuss, on a general basis, developing market trends.

1.2 LCAG members may request topics for consideration via the Chair, for the Licensing Committee to approve.

1.3 LCAG members are expected to attend PRS training and induction sessions, when held, and comply with relevant guidance, including competition law guidance.

1.4 In carrying out their duties, LCAG members are expected to act in the best interests of PRS for Music.

2. Composition

2.1 The LCAG shall be drawn from members who are writers and publishers from within the societies' membership.

2.2 The LCAG shall comprise a maximum of ten (10) writer members and ten (10) publisher members.

2.3 No fewer than three (3) publisher members shall be drawn from the Production Music library community.

2.4 No fewer than three (3) writer members will have direct experience of creating Production Music for recent use by *PRS for Music* customers.

2.5 Members of the LCAG are elected by the PRS membership. In the event of a casual vacancy, members of the LCAG shall be appointed by the Licensing Committee as recommended by the LCAG. Where possible, LCAG and the Licensing Committee

will seek to ensure that composition of the LCAG reflects the balance of interests of larger and smaller rightsholders and that the interests of different genres are considered.

- 2.6 A five-year term applies to all members of the LCAG and once reached, members will be ineligible to stand again for LCAG membership.
- 2.7 A member of MCPS management shall be invited to attend LCAG meetings.
- 2.8 Other representatives of Management may be invited to attend meetings in full/part as dictated by each agenda. Council Members, subject-matter experts and external advisers may also be invited to attend for all or part of any meeting when appropriate or necessary.

3. Conflicts of Interest

- 3.1 LCAG members will not be present where their presence represents a conflict of interest.

4. Chair

- 4.1 The term of the Chair of the LCAG will be fixed at two (2) years, alternate between writer and publisher members from within the LCAG, shall be proposed by the LCAG and recommended to the Licensing Committee for approval. Once a two-year term has been completed the Chair will be ineligible to stand again as Chair. In the event that there are such exceptional circumstances applying that the Licensing Committee considers it would be contrary to the interest of the PRS for Music Limited for the LCAG Chair not to retire at the end of a two year period, the Licensing Committee may extend the term of the LCAG Chair, as it sees fit.
- 4.2 In the absence of the Chair, the LCAG members present shall choose one of their number to chair the meeting.
- 4.3 The Chair of the LCAG will be invited to attend the Licensing Committee. They will make a formal report of the LCAG's recommendations and views to the Licensing Committee, noting any divergence of views on the part of the LCAG's different constituencies.
- 4.4 The Chair shall report to the LCAG on matters arising at the Licensing Committee, highlighting any divergence of views between the Licensing Committee and LCAG where a topic or licensing decision has been considered previously by the LCAG.
- 4.5 The Chair of the LCAG shall be accountable to the Licensing Committee for the running of the LCAG and the decisions it takes.
- 4.6 The Chair shall be responsible for managing any conflicts of interest and confidentiality issues as and when they arise and may seek the advice of the Conflicts Committee where necessary.
- 4.7 The Chair shall agree the annual agenda and priorities of the LCAG with the Licensing Committee via its Chair, ensuring alignment to delivering specific five-year plan commercial priorities.

5. Meetings

- 5.1 It is the responsibility of the LCAG to endeavour to achieve consensus in meetings, and to ensure agreement is reached.
- 5.2 Where approval for a recommendation needs to be made outside of a meeting, it may be done so by email and unanimity will be required.
- 5.3 The LCAG shall meet five times per year which shall be aligned to Licensing Committee meetings. Meetings shall last approximately ninety minutes unless agreed in advance by the Chair that the duration shall be varied.
- 5.4 All meetings may take place by telephone/video conference if the Chair deems this appropriate.
- 5.5 Whether or not a meeting has adequate representation to take place will be at the discretion of the Chair but at least 1 writer and 1 publisher shall be in attendance for the meeting to take place.

6. **Administration**

- 6.1 The facilitation of the LCAG meetings and their administration, including minute-taking, shall be managed by the Governance team.
- 6.2 Papers will be produced and circulated 5 days before a meeting of the LCAG via the Board Portal. An Executive Summary of the views and recommendations of the LCAG will be included with the subsequent Licensing Committee's meeting documentation.
- 6.3 Minutes (including the names of those present and in attendance) will be circulated to the LCAG Chair within 10 working days of the meeting, and to all LCAG members ahead of the subsequent LCAG meeting.
- 6.4 Licensing Committee and Board members will be entitled to view LCAG minutes on request.

7. **Review**

- 7.1 These Terms of Reference will be reviewed by the LCAG on an annual basis to ensure that the LCAG is operating effectively. Any changes must be approved by the Licensing Committee.

8. **Other matters**

- 8.1 Any emails / communications received by Management and/or the Chair outside a meeting will either be summarised by the Chair to the LCAG or placed on the Board Portal

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