MTUK Advisory Board

Charter

Adopted: May 2026

Review date: May 2027

1. Purpose

The MTUK Advisory Board exists to keep the organisation connected to its membership. It is not a second governing board. Its role is to be the bridge between the music tech community and MTUK's leadership, bringing member perspectives into the room, and taking the organisation's expertise and networks outward to the community.

The Advisory Board informs MTUK's strategic direction by surfacing what the membership needs, where the gaps are, and where the opportunities lie. It also supports members directly: through mentoring, introductions, and practical challenges from people who understand the sector at a working level.

The Advisory Board is an advisory-only forum. It does not form a separate tier of MTUK governance, hold management authority, or operate as a decision-making body. Its outputs are non-binding recommendations intended to inform, not determine, MTUK strategy and activities. The main Board sets direction and handles governance. The Advisory Board makes that direction better by staying close to the ground.

2. Composition

The Advisory Board will consist of up to ten members. Membership is designed to be fluid and contribution-led, drawing on a broad and diverse pool of expertise. Appointments are typically for three years, renewable, with periodic refresh to maintain relevance, diversity and active contribution.

Members are selected for their domain expertise, their connection to and credibility within the music tech sector, and their ability and willingness to engage actively, both with MTUK as an organisation and with its membership community. Advisory Board members need not be members of MTUK; the board is open to individuals from across the music tech sector and the wider industries that intersect with it. Diversity of background, specialism, and perspective is a deliberate objective.

Additional members beyond the founding cohort will be appointed through a transparent expressions of interest process open to MTUK's membership.

Shortlisting will be undertaken by the Board of Directors Chair, the Advisory Board Chair, and the CEO, with the Advisory Board able to recommend candidates. All appointments, and any subsequent changes to composition, are subject to Board of Directors approval.

The Advisory Board may also invite guests or subject-matter experts to contribute to particular sessions at the CEO or Advisory Board Chair's discretion, without creating a new fixed tier of membership.

Membership may be concluded early by mutual agreement or for cause, including persistent non-attendance or breach of the conflicts of interest or conduct expectations set out below.

Attendance is a core expectation of membership. Three consecutive missed meetings will normally result in the member's appointment being concluded, unless exceptional circumstances have been disclosed to and accepted by the Advisory Board Chair in advance. The Advisory Board Chair will notify the relevant member before any removal is confirmed, and final removal is subject to Board of Directors approval.

To support active contribution and identify natural attrition before it becomes an issue, the Advisory Board Chair will hold brief one-to-one check-ins with each member at least annually. These conversations are intended to be light-touch and constructive — an opportunity to discuss the member's engagement, any constraints on their availability, and whether their current focus continues to align with MTUK's priorities.

The Advisory Board Chair and CEO will also keep the overall composition of the Advisory Board under periodic review in light of MTUK's evolving strategic direction. Where a member's profile, expertise or network no longer aligns with the organisation's current needs, the Advisory Board Chair will raise this through the annual check-in process and, where appropriate, recommend a refresh to the Board of Directors. This is not a punitive process; it is intended to ensure that the Advisory Board remains purposeful and well-matched to where MTUK is going, and members whose terms conclude for this reason should be thanked for their contribution accordingly.

3. Leadership and the Role of the Advisory Board Chair

The Advisory Board is led by an independent Chair (the "Advisory Board Chair"). To ensure the appointment process is transparent and that the successful candidate has a clear mandate, MTUK will invite expressions of interest from eligible candidates and share short written submissions from each candidate with the

Advisory Board members before a vote takes place. The appointment decision will be put to a vote among Advisory Board members, with the Board of Directors approving the outcome following consideration of the Advisory Board Chair's independence and conflicts disclosures. The title “Advisory Board Chair” is used consistently in all internal and external communications; the title “Chair” without qualification is reserved for the Chair of MTUK’s Board of Directors.

The Advisory Board Chair serves a three-year term, renewable, in line with the terms applicable to Advisory Board members. The current Chair was appointed in March 2026.

The Advisory Board Chair is responsible for:

- Setting priorities and shaping forward agendas in partnership with the CEO
- Facilitating meetings and ensuring balanced, well-prepared participation
- Maintaining discipline around time and topic
- Acting as the primary point of connection between the Advisory Board and MTUK’s executive leadership
- Providing a written summary of outputs and recommendations to the Board of Directors following each full meeting
- Attending quarterly Board of Directors meetings in a non-voting capacity, to provide a direct update and maintain a clear line of communication between the two boards
- Supporting the periodic refresh of Advisory Board membership, including recommending appointments and, where necessary, raising conduct or contribution concerns

The Advisory Board Chair operates strictly in an advisory capacity and must be demonstrably independent in judgment, free from any material relationship that could reasonably be perceived to compromise impartiality. The Advisory Board Chair is not a spokesperson for MTUK unless expressly authorised by the Board of Directors or executive.

4. Conflicts of Interest

The Advisory Board Chair and all members will:

- Disclose any actual, potential, or perceived conflicts of interest in advance of relevant agenda items
- Recuse themselves from discussions or recommendations where a conflict of interest arises
- Complete an annual conflicts declaration, updating it promptly as circumstances change

Where a conflict becomes apparent during discussion of an agenda item, the member should declare immediately, before contributing further, and the Chair will determine whether the member should withdraw from the remainder of that item.

A standing opening agenda item at each meeting will provide the opportunity for conflicts, disclosures and recusals. MTUK will maintain a record of all disclosed conflicts and recusals. The Board of Directors will consider the Advisory Board Chair's independence and conflicts disclosures as part of the appointment process.

5. Conduct and Use of the Forum

The Advisory Board is not a platform for business development. Members must not use meetings, materials, or access to solicit work, pitch services, or pursue client acquisition, whether by introducing sales materials, seeking referrals, or following up with attendees for commercial purposes arising from Advisory Board participation. Sharing neutral, non-promotional expertise and market insight is encouraged where relevant to MTUK's strategy.

Breaches may result in a caution from the MTUK Chair. Repeated or serious breaches may lead to removal from the Advisory Board following Board of Directors approval.

Advisory Board members should not present themselves as "Board Members" without specifying the Advisory Board, and should not hold themselves out as spokespeople for MTUK unless expressly authorised.

6. Responsibilities

The Advisory Board's core responsibilities are to:

- Act as a conduit for member feedback and ideas, ensuring the membership's voice informs MTUK's strategic thinking
- Provide strategic input on partnerships, policy positions, and programme priorities
- Propose and help shape events, activities, and member benefits
- Champion MTUK and facilitate strategic introductions within their professional networks
- Provide direct, outward-facing support to members through office hours, mentoring, and domain-matched guidance

All of the above is in an advisory capacity only, without decision-making authority.

In return, members can expect MTUK to:

- Be specific and respectful of their time; asks will be clearly scoped with a defined purpose and output
- Keep them genuinely informed about organisational developments
- Treat their input as genuinely consequential

7. Confidentiality

Advisory Board members will treat the content of meetings, papers, and related communications as confidential. This includes strategic discussions, financial information, member matters, and partnership negotiations shared in the course of Advisory Board activity.

Members must not share, disclose, or discuss confidential information outside the Advisory Board without the express authorisation of the CEO or Board of Directors. This obligation continues after a member's term on the Advisory Board ends.

Where MTUK wishes to communicate outputs from Advisory Board discussions more widely, for example in a member-facing summary, the Advisory Board Chair and CEO will agree the appropriate scope and framing before any such communication is made.

8. Meetings and Working Practices

The Advisory Board will meet quarterly, for approximately 60 minutes per meeting. Agendas will focus on topics where Advisory Board input can be most impactful. Meetings may be supplemented by additional full-board sessions where time-sensitive matters arise that cannot wait for the next quarterly meeting.

A quorum for any formal meeting is half of the current membership. Meetings that do not reach quorum may still proceed for discussion purposes, but any outputs or recommendations should be clearly noted as informal and circulated to absent members for input before being treated as Advisory Board views.

Agendas will be agreed by the Advisory Board Chair and CEO, with papers circulated at least five working days in advance. Meetings will capture clear, non-binding recommendations and action owners.

The Advisory Board may also establish task-and-finish (project working groups) working groups to take forward clearly defined projects. Working groups may work directly with the CEO and other relevant stakeholders as the project requires. A progress or completion update will be brought to the full Advisory Board at the next quarterly meeting.

MTUK Board members may attend as observers by invitation of the Advisory Board Chair for specific agenda items. Observers do not participate in consensus-forming or recommendations unless expressly requested by the Advisory Board Chair.

9. Communications and Transparency

A brief summary of Advisory Board discussions and recommendations may be shared with members after each meeting, highlighting how member insight is shaping MTUK's activities while making clear that decisions rest with MTUK leadership and the Board of Directors. Communications will avoid any implication of delegated authority or two-tier governance.

Information about the Advisory Board is available on the MTUK website.

10. Review

This charter will be reviewed annually by the Advisory Board Chair and CEO. Any material changes will be put to the Board of Directors for approval.