

# **Gorta-Self Help Africa - Strategy & Advisory Committee**

## **Terms of Reference**

### **1. Constitution**

The Board will establish a committee of the Board to be known as the Strategy & Advisory Committee (the Committee).

### **2. Purpose**

The Board of GSHA has ultimate responsibility for the strategic planning, strategic oversight and strategic decision making of the organisation. This Committee is a formal sub-committee of the Board, with delegated authority for oversight of the strategic planning process.

### **3. Membership**

The Committee shall be appointed by the Board of GSHA. The Committee shall consist of not less than four members. A quorum shall be three members. All Committee members must be members of a board within the GSHA group.

The chairperson of the Committee shall be appointed by the Board and must be a member of the main GSHA Board. If a situation arises that the chair is incapacitated and cannot attend, the Committee will nominate another committee member to chair the meeting.

The membership will have a range of skills in governance and general management.

Any changes to the membership of the Committee are subject to the approval of the GSHA board.

Committee members will normally be appointed for a three year period, with potential for a second three year term where deemed appropriate. The Board will seek to ensure that there is an appropriate level of rotation of the committee membership over time.

Any Board member who would like to attend the meeting will be allowed to do so

### **4. Secretary**

The secretary of the Board of GSHA shall be the secretary of the Committee.

### **5. Attendance at meetings**

The Board Chair, chief executive, relevant staff of GSHA, or other persons shall attend meetings at the invitation of the Committee. It will be normal practice that at least one member of the executive to attend Committee meetings in addition to the secretary to provide support and information to the Committee on the various agenda items.

### **6. Frequency of meetings**

Meetings will be held on a needs basis but not less than once a year.

### **7. Notice of meetings**

At the request of the Board or any member of the Committee, the Company Secretary will give notice and issue papers normally two weeks in advance. Shorter notice is allowed.

### **8. Responsibility**

The Committee has oversight authority of the Strategic Planning of GSHA.

## **9. Corporate Governance Duties**

The Committee is accountable to the Board and must report to it. The Committee is advisory in nature and thus makes recommendations to the Board.

Meetings will be conducted in line with standard organisational rules and the Articles of Association of GSHA.

## **10. Authority**

The Committee is authorised by the Board to:

- Deliberate on any activity within its terms of reference and to have full access to information and the resources which it needs to do so.
- Seek any information or documents that it requires from any employee of GSHA and all employees are directed to cooperate with any request made by the Committee.

## **11. Duties**

The duties of the Committee shall be:

### Strategy

- To input into the Strategic Planning Process
- To periodically review organisational performance against the strategic plan
- To engage with management to make recommendations to the strategic plan when necessary
- To make recommendations to the board on material strategic decisions, which are outside the normal remit of operations and programming. Example include but are not limited to:
  - Proposals around material partnerships and/or alliances
  - Proposals around new mergers and/or acquisitions
- To ensure that key organisational issues are properly debated and communicated to the board.
- To review the external environment and the performance of the organisation and request management to make formal investigations/reports if organisational strategy is not reacting to the external environment in an appropriate manner.

### Organisational Development

- Review the HR strategy
- Ensure there is effective succession management process which is designed to ensure effective succession for the CEO, Deputy CEO and all Heads of Function roles

### Governance

- To review and discuss the governance structures in place throughout the whole organisation and make recommendations to the board, to include legal structures, board sub-committee structures and TORs for the sub-committees.

**12. Reporting**

The secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

A report from the chair of the Committee to the Board will be included as an agenda item for the GSHA Board meeting following the Committee meeting. An annual report will also be presented to the Board from the chair of the Committee. The chair may delegate reporting responsibilities to another member of the Committee as appropriate or necessary.

**13. Confidentiality**

Pursuant to their fiduciary duties of loyalty and care, Directors/Committee members are required to protect and hold confidential all non-public information obtained due to their directorship/committee membership position absent the express or implied permission of the Board of Directors to disclose such information. (See full confidentiality policy)

**14. Renewal of Terms of Reference**

The Committee shall annually review its terms of reference and its own effectiveness and recommend any necessary changes to the Board.

**15. Other Matters**

The Committee is obliged to raise with the Board any matter of concern it may have.

Signed: \_\_\_\_\_

Chairperson, GSHA Board

Signed: \_\_\_\_\_

Chairperson, Strategy & Advisory Committee

Dated: \_\_\_\_\_

Dated: \_\_\_\_\_

## **APPENDIX – STRATEGY & ADVISORY COMMITTEE PROCEDURES**

### **INTRODUCTION**

The scope of this document is to provide a framework and guidelines for the successful operation and conduct of the work of the GSHA Strategy & Advisory Committee (the Committee). The procedures are informed by the Board approved Committee Terms of Reference. It is to be noted that these are only guidelines and do not constitute part of an Act or legally binding regulation.

### **VOTING AND DECISION MAKING**

For the most effective and successful operation of the Committee, arriving at decisions by consensus is the preferred approach. Otherwise, where a decision is required, majority will rule and members can have their dissent noted in the meeting minutes.

### **AGENDA**

For every meeting, members will receive a copy of the proposed agenda which will be compiled by the Secretary and approved by the chair. A member of the Committee that wishes to have an item included on the agenda should forward same to the Secretary prior to the meeting. Urgent matters may be raised by any member with the permission of the chair under Any Other Business.

### **MINUTES**

Draft minutes of the proceedings of a meeting of the Committee shall be drawn up by the Secretary and signed by the Chairperson, after acceptance and appropriate amendments, at the next meeting in which the minutes are presented.

### **COMMITTEE PAPERS**

A full set of meeting documentation will accompany the agenda and will be distributed a minimum of seven days before the meeting. Members can express their preference for electronic or hardcopy documentation.

### **DISCLOSURE OF INTEREST**

In the interests of good governance, it is required that members express any actual or perceived conflicts of interest on agenda items. They can then absent themselves from the relevant part of the meeting.

### **CONDUCT AND BEHAVIOUR AT MEETINGS**

General guidelines on meeting conduct include the following:

- All members wishing to contribute will be given reasonable opportunity to do so
- Time spent on issues should be proportionate to the importance and relevance of the issue
- Only matters that relate to the mandate, role and responsibility of the Committee will be discussed
- Professional conduct is expected at all times.
- All actions to be agreed through the Chair

### **STANDING AGENDA ITEMS**

Introduction: Calling meeting to order, welcome, apologies and disclosure of interests

Item 1: Minutes from previous meeting

Item 2: Matters arising

Item 3: Updates (CEO and/or Head of Strategy)

Item 4: Review of External Environment

Item 5: Discussion of any Strategic Decisions Pending

Item 6: Governance Review of the whole organisation

Item 7: Any other business / Date of next meeting and close