# Enterprise Committee

**Terms of Reference**

# 1. Constitution

The Board will establish a Sub Board to be known as the Enterprise Sub Board (the Sub Board). The Sub Board will act at the responsible Sub Board for all members of the Gorta – Self Help Africa (GSHA) group of companies.

# 2. Purpose

The Board of Gorta Self Help Africa (GSHA) has ultimate responsibility for the strategic development and oversight of all the work delivered by the organisation. This Sub Board is a formal Sub Board of the Board, which oversees the performance within the Enterprise/Private Sector Development pillar of GSHA. The Sub Board provides expertise/contacts/networks/business links/support to the organisation. It provides advisory support for management on the development and delivery of growth within this pillar. It advises the GSHA Board on the enterprise/private sector pillar of the organisation.

# 3. Membership

The Sub Board shall be appointed by the Board of GSHA. Management and the Sub Board may make recommendations to the Board on potential members. The Sub Board shall not consist of more than eight members, all of whom must be members of GSHA. A minimum of two must be members of the GSHA Board. A quorum shall be 50% of members, including those participating by phone or electronic means, where necessary.

The chairperson of the Sub Board shall be appointed by the Board. If a situation arises that the Chairperson is incapacitated and cannot attend, the Sub Board members will choose one of their number to be chairperson of that meeting.

The membership will have a range of skills in business, with particular reference to agricultural business and business with an African focus.

The organisation will seek to ensure gender balance on the committee in line with organisational policy.

The organisation will seek to ensure representation from the African community.

The Sub Board may co-opt independent members with relevant skills from the membership of GSHA. Any changes to the membership of the Sub Board are subject to the approval of the GSHA board.

Sub Board members will be appointed for a three year period, with potential for a second or third three year term where deemed appropriate. The maximum number of terms is three, i.e., nine years. The Board will seek to ensure that there is an appropriate level of rotation of the Sub Board membership over time.

# 4. Secretary

The Group CEO and the Executive Vice President (US) shall service the Sub Board and the Group Company Secretary shall prepare minutes and make arrangements for the meetings etc.

# 5. Attendance at meetings

No one other than the Sub Board members will be entitled to attend the Sub Board meetings.

The Chairperson, Group Chief Executive, Executive Director, Executive Vice President (US), Programmes Director, CEOs/EDs of GSHA enterprises/private sector organisations, relevant staff of GSHA, or other persons shall attend meetings at the invitation of the Sub Board. It will be normal practice that at least one member of the executive attend Sub Board meetings to provide support and information to the Sub Board on the various agenda items.

# 6. Frequency of meetings

Meetings will be held not less than four times per year at least three weeks in advance of the GSHA Board meetings and may be held by teleconference.

Members will be expected to attend a minimum of 50% of meetings over a 12 month period, preferably in person, but potentially via phone / electronic means also. If attendance is less than 50% then their position on the Sub Board will be reviewed.

 **7. Notice of Meetings**

Meetings will be arranged annually in advance. Meetings will be scheduled at least 3 weeks in advance of the GSHA Board meetings to facilitate reporting to the Board. Date of next meeting will be confirmed at each meeting.

Extra meetings may be held occasionally, as required.

**8. Corporate Governance Duties**

The GSHA Board delegates its oversight authority to the Sub Board. The Sub Board is accountable to the GSHA Board and must report to it.

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

**9. Corporate Governance Structure**

(A) Subsidiary Organisations

Each subsidiary will have its own Board. The executive of each subsidiary will report to its own Board, and the Boards of the subsidiaries will report at least annually to the GSHA Board. The GSHA Board will have at least two members on each of these Boards.

The Sub Board will have oversight authority over the subsidiaries as delegated by the Group Board. The Sub Board has authority to ensure the subsidiaries are adhering to strategy and that their strategy is in line with GSHA’s strategy. The CEO’s/ED’s of each subsidiary will also report to the Sub Board.

In the event of a disagreement between the Sub Board and the Board of a subsidiary, the GSHA Board will be the arbitrator and will have the final say.

(B) Emerging Agri-Businesses

Objective two of GSHA strategy “Embracing Change” is to support the establishment and growth of inclusive, profitable and sustainable agri-business. It is not expected that these enterprises will report directly to the Sub Board, the GSHA executive will report to the Sub Board on their strategy, progress and potential.

**10. Authority**

The Sub Board is authorised by the Board to:

* Discuss 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, any employee of GSHA’s enterprises/private sector organisations, and all employees are directed to cooperate with any request made by the Sub Board.
* Report and make recommendations to the Board

# 11. Duties

The duties of the Sub Board shall be;

1. **Providing expertise/contacts/networks/business links/support to the organisation**

Sub Board members are expected

* To review and monitor the implementation of the groups enterprise/private sector strategy
* To review strategies to support investment by GSHA in enterprise/private sector organisations, and to make recommendations
* To introduce the executive to relevant business contacts
* To network, to create business links and generate support for the enterprise/private sector organisations and strategy
* To act as mentors to the enterprises/private sector organisations within the GSHA group
* To review or source support for the review of business plans and due diligence on enterprises/private sector organisations
* To support the final selection of ventures to be supported in the incubation and acceleration pathways
* To ensure selected enterprises meet the social impact required by GSHA’s organisational strategy and mission
* To monitor and evaluate the quality and depth of performance

The Sub Board may utilise working groups or sub-committees to prepare for meetings or to progress specific pieces of work between meetings.

The Sub Board will prioritise its work and plan its activities on an annual (or multi-annual) basis to ensure that all of its responsibilities (as outlined above) are addressed on a realistic and consistent basis.

1. Advising the Board

The Sub Board has oversight on the enterprise/private sector pillar of the GSHA groups’ strategy and will advise the GSHA Board accordingly, including but not limited to

* The adherence to the enterprise/private sector strategy
* The development of the enterprise/private sector strategy
* It’s analysis of the enterprises/private sector organisations
* The allocation of resources/investment in this pillar
1. **Additional Roles**

On the request of management and/or GSHA Board, individual members may contribute to the overall work of the Sub board by taking on additional areas of responsibility on a voluntary basis, such as:

* Providing support to management on specific issues/businesses;
* Participation in field monitoring/support/sales visits. Such visits will have a clear structure and a specific Terms of Reference.

**12. Reporting**

The Group CEO shall authorise the circulation of the minutes of meetings of the Sub Board to all members of the Board at least two weeks in advance of a Board meeting.

A report from the chairperson of the Sub Board to the GSHA Board will be included as an agenda item for the GSHA Board Meeting following the Sub Board meeting. A quarterly report will also be presented to the GSHA Board from the chair of the Sub Board. The chairperson may delegate reporting responsibilities to another member of the Sub Board or staff 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 GSHA Board of Directors to disclose such information. (See full confidentiality policy)

**14. Renewal of Terms of Reference**

The Sub Board shall annually review its terms of reference and its own effectiveness, including specific feedback from the GSHA Board on its performance. The Sub Board will recommend any necessary changes to the GSHA Board.

**15. Other Matters**

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

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

 **Chairperson, GSHA Board Chairperson, Enterprise Sub board**

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

**APPENDIX – ENTERPRISE 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 Enterprise Sub Board (the Sub Board). The procedures are informed by the Board approved Sub Board 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 Sub Board, 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 Chairperson. A member of the Sub Board 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 Chairperson under Any Other Business.

**MINUTES**

Draft minutes of the proceedings of a meeting of the Sub Board 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 with items coming under the agenda. 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