Programme review committee

The Group Board has ultimate responsibility for the strategic development and oversight of all programmes delivered by the organisation.

This Committee is a formal sub-committee of the board, which provides recommendations to the Board on the quality and appropriateness of the strategy, policies and systems in place to assure the quality and positive impact of programming.

It may also provide technical advisory support (where appropriate) for management on the development and delivery of programming.

Contents

[1. Constitution 2](#_Toc1704755808)

[2. Purpose 2](#_Toc1094896474)

[3. Membership of the Committee 2](#_Toc362696409)

[4. Secretary 3](#_Toc1157672677)

[5. Attendance at Meetings 3](#_Toc386942775)

[6. Frequency of Meetings 3](#_Toc2140721816)

[7. Notice of Meetings & Agenda 3](#_Toc65327881)

[8. Minutes 4](#_Toc204565218)

[9. Voting and Decision Making 4](#_Toc1676163432)

[10. Disclosure of Interests 4](#_Toc1838238668)

[11. Authority 4](#_Toc53953318)

[12. Duties of the Committee 4](#_Toc1635226841)

[Strategic Direction: 4](#_Toc900083328)

[Organisational Development & Capacity: 5](#_Toc161710235)

[Risk Management: 5](#_Toc711543826)

[Learning and Impact: 5](#_Toc778589997)

[Other Duties: 5](#_Toc1122019146)

[13. Reporting 5](#_Toc1573320735)

[14. Code of Conduct & Confidentiality 6](#_Toc100534451)

[15. Renewal of Terms of Reference 6](#_Toc1785784459)

[16. Other Matters 6](#_Toc250366135)

**Principles of Good Governance to be applied in all actions by Gorta T/A Self Help Africa and its subsidiaries.**

# Constitution

By resolution of the Board of Directors of the Company dated the xx 2024 the Board have approved the update to the terms of reference of a committee of the Board known as the Programme Review Committee (‘the Committee’). The Committee will act as the responsible committee for all members of the Gorta group of companies.

The Committee will perform its duties in line with the Memorandum and Articles of Association of the Company. The scope of this document is to provide a framework and guidelines for the successful operation and conduct of the work of the Committee.

# Purpose

The Group Board has ultimate responsibility for the strategic development and oversight of all programmes delivered by the organisation. This Committee is a formal sub-committee of the board, which provides recommendations to the Board on the quality and appropriateness of the strategy, policies and systems in place to assure the quality and positive impact of programming around the world. The Committee through its work will aim to be creative and innovate on how it solves problems, generates ideas and concepts while seeking to maximise the impact of the organisation.

It may also provide technical advisory support (where appropriate) for management on the development and delivery of programming.

# Membership of the Committee

The Committee shall be appointed by the Group Board (the Board).

* The Committee shall normally consist of 6 members, a minimum of 2 must be members of the Board.
* The members of the committee will have a range of skills in International Development with representatives from our Programme countries.
* The Board will seek to ensure a diversity balance on the Committee.
* The quorum necessary for the transaction of the business of the Committee shall be a majority of Committee members but not less than 2.
* The Chair of the Board is not eligible to be the Chair of this Committee.
* The Chair of the Committee shall be appointed by the Board and must be a member of the Board, If a situation arises that the Chair is incapacitated and cannot attend, the Committee members will choose one of their number to be Chair of that meeting.
* Committee members will normally be appointed for three years, with the potential for a second three-year term if deemed appropriate.
* The Board will seek to ensure that there is an appropriate level of rotation of the committee membership over time.

# Secretary

* The Secretary of the Committee shall be either the Director of International Programmes or the Director of Policy Impact and Strategy.

# Attendance at Meetings

* Only members of the Committee have the right to attend Committee meetings.
* The Committee may extend an invitation to the CEO of the Group and other persons to attend meetings or be present for agenda items as required.  The CEO of the Group may also request to attend a meeting or an agenda item.

# Frequency of Meetings

* The Chair shall, in consultation with the Secretary decide on the frequency and timing of the Committee meetings.
* The Committee must meet at least four times a year.

# Notice of Meetings & Agenda

* Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend as early as possible but not later than five working days before the date of the meeting.
* Supporting papers shall be sent to Committee members and other attendees, as appropriate, at the same time.
* 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 & Chair prior to the meeting.
* Urgent matters may be raised by any member with the permission of the Chair under Any Other Business.

# Minutes

* The Secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
* Where the Secretary is not in attendance for any reason, the Chair of the Committee will be responsible for ensuring that appropriate minutes are taken.
* Draft minutes of Committee meetings shall be circulated to all members of the Committee within 7 working days of the meeting.
* Once approved, minutes should be circulated to all other members of the Board and the CEO in advance of the next Board meeting.

# 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 may have their dissent noted in the meeting minutes.
* In the event of a tie, the Chair will have a casting vote or direct the matter for further review and deliberation.

# Disclosure of Interests

* 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.

# Authority

The Committee is responsible for making recommendations to the Board within the agreed duties.

In doing this the Committee is authorised by the Board to:

* Discuss any activity within its terms of reference and have full access to information and the resources which it needs to do so.
* The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of advisors with relevant experience and expertise if it considers this necessary, the expense of which will be borne by the Company.

# Duties of the Committee

The Committee will provide advice and assurance to the Board on the following duties:

# Strategic Direction:

To review the draft strategic plans and programme-related policies as they are developed and revised and make recommendations to the Group Board for their approval and adoption. In particular to comment on the relevance, coherence, and quality of the following documents in providing vision and direction:

* The organisation’s global strategic plan.
* The strategic plans of country programmes and group partners.
* Relevant thematic and technical policies developed to govern the implementation of specific aspects of global / country strategies.

# Organisational Development & Capacity:

To review the draft strategic plans and programme-related policies as they are developed and revised and make recommendations to the Group Board for their approval and adoption. In particular to comment on the relevance, coherence, and quality of the following documents in providing vision and direction:

* Programme management systems.
* The nature and scale of operations across and within countries and thematic areas.
* Engagement in new countries, thematic areas or strategically significant programmes.
* Systems and actions to secure and develop new funding and partnership opportunities.

# Risk Management:

The Committee will seek assurances on the management of strategic risks delegated to the Committee by the Board, via the Executive Risk Register.

# Learning and Impact:

To advise the board and management on the appropriateness of the monitoring, evaluation and learning (MEL) systems in place to assess and demonstrate the impact of activities on people and communities. Specifically, to provide advice and recommendations to the board on:

* The organisation’s data collection systems that enable it to generate regular progress and impact monitoring reports.
* Issues arising from final reports and evaluations of all major programmes.
* Systems to disseminate, share and apply learning across the organisation.

# Other Duties:

On the request of management and with the approval of the Board, individual members may contribute to the overall work of the committee by taking on additional areas of responsibility on a voluntary basis, such as:

* Providing support to management on specific geographic or thematic issues.
* Participating in field monitoring visits. Such visits will have a clear structure and a specific Terms of Reference.

# Reporting

* Following each meeting, the Committee Chair shall report to the Board on the business of the Committee at the next meeting of the Board.  Should the Chair be unable to attend another Committee member may act on the Chair’s behalf.
* The Committee shall make a statement in the annual report about its activities and any significant plans.
* The Committee shall annually review its effectiveness, including specific feedback from the Board on its performance.

# Code of Conduct & Confidentiality

* Under their fiduciary duties of loyalty and care, Committee members are required to protect and hold confidential all non-public information obtained due to their committee membership position absent the express or implied permission of the Board to disclose such information.
* Committee members are expected to adhere to the Code of Conduct at all times.

# Renewal of Terms of Reference

* The Committee shall review its terms of reference at least every three years. The Committee will recommend any necessary changes to the Board for approval.

# Other Matters

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