

Gorta- Self Help Africa Programmes Review Committee

Terms of Reference

1. Constitution

The Board will establish a committee of the Board to be known as the Programmes Review Committee (the Committee). The Committee will act at the responsible committee 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 programmes delivered by the organisation. This Committee is a formal sub-committee of the board, which oversees the quality and depth of programme performance on behalf of the Board. It also provides advisory support for management on the development and delivery of programmes.

3. Membership

The Committee shall be appointed by the Board of GSHA. Management and the Committee may make recommendations to the Board on potential members. The Committee shall normally consist of ten members, 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 Board may not be a member of the Committee.

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 Chairperson is incapacitated and cannot attend, the Committee members will choose one of their number to be chairperson of that meeting.

The membership will have a range of skills in international development, with particular reference to agriculture and Africa.

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 Committee should have representation from the boards of each of the GSHA group companies and all members should be members of GSHA.

The Committee may co-opt independent members with relevant skills from outside of the boards of the GSHA companies. 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.

4. Secretary

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

5. Attendance at meetings

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

The chairperson, chief executive, programmes director, 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 not less than four times per year in advance of 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, preferable in person, but potentially via phone / electronic means also.

7. Notice of Meetings

Meetings will be arranged annually in advance. Meetings will be scheduled at least 2 weeks in advance of 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 Board delegates its oversight authority to the Committee. The Committee is accountable to the Board and must report to it.

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

9. Authority

The Committee 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 and all employees are directed to cooperate with any request made by the Committee.

10. Duties

The duties of the Committee shall be;

(a) Strategy and Governance

To ensure that all programming is delivered in line with organisational strategy, policy and governance standards. It does this by:

- Advising the Board and Management on the development and implementation of thematic and geographic focus, in the context of the organisational strategic plan;
- Reporting to the board on the direction and quality of programme planning and implementation;
- Providing technical advice to board and management in key programme areas, including innovation in programme approach;
- Engaging in major programme reviews;
- Identifying and highlighting potential key risks in programme design and implementation, in line with the organisational risk management system and register.

(b) Programme Approvals

- To ensure that an effective programmes approval process is in place and applied;

- To specifically ensure that major programme proposals to institutional donors are developed in line with organisational priorities and strategies;
- To review implementation of the co-financing policy.
- To ensure that the organisational policy on leveraging of funds from institutional donors is being applied in relation to all major applications.

(c) Monitoring, Evaluation and Learning (MEL)

- To ensure that an effective Results Based Management system is in place and applied programme monitoring, evaluation and learning (MEL) system is in place and applied;
- To review recommendations and management responses from programme evaluations on a systematic basis;
- To carry out a detailed review of a selection of programme evaluations on an annual basis;
- To receive and discuss presentations from management on specific programmes on a regular basis.

(d) Programming Strategy and Policy Documents

- To review the development and implementation of country strategies;
- To review and make recommendations on thematic programme policy papers (e.g. on sustainable agriculture or gender equality);
- To review and make recommendations on programme approach policy and practice (e.g. on partnership or capacity-building approach).

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

The committee 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.

(e) Additional Roles

On the request of management and/or 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;
- Participation in field monitoring visits. Such visits will have a clear structure and a specific Terms of Reference.

11. Reporting

The secretary shall circulate the minutes of meetings of the Committee to all members of the Board at least one week in advance of a Board meeting.

A report from the chairperson 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 chairperson may delegate reporting responsibilities to another member of the Committee as appropriate or necessary.

12. 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)

13. Renewal of Terms of Reference

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

14. Other Matters

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

APPENDIX – PRC 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 PRC 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 Chairperson. 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 Chairperson 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 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