



TERMS OF REFERENCE FOR THE CONSULTANT TO UNDERTAKE THE EVALUATION OF THE BOARD OF DIRECTORS, BOARD COMMITTEES AND INDIVIDUAL BOARD MEMBERS OF THE ZAMBEZI RIVER AUTHORITY

1.0 BACKGROUND

The Zambezi River Authority (“**the Authority**”) is a corporate body jointly and equally owned by the Governments of the Republics of Zambia and Zimbabwe (“**Contracting States**”) and is mandated to contribute to the economic, industrial and social development of the Contracting States by sustainably obtaining the greatest possible benefits from the natural advantages offered by the waters of the Zambezi River constituting a common border between Zambia and Zimbabwe by providing water for generation of electricity and other beneficial uses. The Authority, in line with its bilateral mandate, owns, operates and maintains the Kariba Complex (the Kariba Dam and all its appurtenance structures) and is conferred with the statutory to develop other hydro-electric schemes along the said stretch of the Zambezi River.

The Authority has set aside some funds for purposes of financing various operations during its current strategic window. Part of the funds will be utilised for conducting an evaluation of the Board, Board Committees and individual Board Members to be spearheaded by a Consultant to be appointed by the Authority.

The main objectives of the assignment are:

2.0 SCOPE OF THE CONSULTANCY SERVICES

2.1 Assessment of the Board: Assessment of the performance of the Board as a whole, three Board Committees and individual Board Members including the production of individual assessment reports regarding the evaluation of the Board as a whole, three Board Committees and individual Board Members.

- (a) **Authority’s Strategic Direction:** How well is the Board setting the Authority’s strategic direction and long-term goals?
- (b) **Strategy Performance Monitoring:** How well is the Board monitoring the Authority’s performance to achieve its goals?
- (c) **Risk Management:** How aware is the Board of the risks to long-term viability of the Authority?

(d) **Audit and Compliance:** How well is the Board complying with relevant pieces of legislation and policies?

(e) **Financial Monitoring:** How well is the Board monitoring the Authority's financial wellbeing and long-term viability?

2.2 **Assessment of the Board Committees:** The areas of assessment for the Board Committees will include, but not limited to, the following:

(a) Frequency of meetings as prescribed in the Board Charter;

(b) Goal setting at the beginning of each year;

(c) Regular monitoring and evaluation of progress towards the achievement of goals/objectives;

(d) Preparation of minutes and record keeping; and

(e) Compliance with the provisions of the Board Charter.

2.3 **Assessment of Individual Board Members:** The areas of assessment for individual Board members will include, but not limited to, the following:

(a) Attendance of regular and extraordinary meetings, if any;

(b) Punctuality for the full Board and Board Committee Meetings;

(c) Effective contributions during the full Board and Committee Meetings;

(d) Declaration of interest during the full Board or Committee meetings;

(e) Confidentiality undertakings; and

(f) Personal appropriation of corporate opportunities.

3.0 DELIVERABLES / OUTPUT

3.1 Refined/Improved Evaluation/Assessment Templates for the Board of Directors, Board Committees and Individual Board Members;

3.2 A framework for setting Board and Board Committees' priorities meant to engender realisation of the Authority's corporate objectives;

3.3 One Board of Directors Evaluation/Assessment Report;

3.4 Three Board Committees' Evaluation/Assessment Reports;

3.5 Six Evaluation/Assessment Reports for each Board of Directors Member;

3.6 Assessment Report identifying areas of improvement for the Board of Directors, Board Committees and Individual Board Members and recommended trainings or other interventions.

4.0 DURATION OF THE ASSIGNMENT

The assignment should be completed within a period of three (3) calendar months from the effective date of the Contract.

5.0 QUALIFICATION OF THE FIRM AND KEY EXPERTS

Firm Experience

The firm should be in the business of consulting with specific experience in evaluation of Board of Directors, Board Committees and individual Board Members for Parastatals/Government - owned entities and bilateral, regional and/or international organizations with complex Board structures. The firm should have at least five (5) years of specific experience of evaluating Board of Directors, Board Committees and individual Board Members with at least two (2) similar assignments having been successfully completed in the last five (5) years.

Key professional staff qualifications and competencies for the assignment

Lead Consultant

This role requires an individual with strong leadership, management and communication skills who understands corporate governance. He /She should be a holder of a Master's Degree in Corporate Governance, Business Leadership, Strategic Management and/or Law. He/She must demonstrate experience in undertaking similar assignments for Parastatals/Government - owned entities and bilateral, regional and/or international organizations with complex Board structures and must have at least five (5) years of experience with at least two (2) similar assignments having been successfully completed within the past five (5) years.

Associate Consultant

This role requires an individual fluent in English and with excellent communication skills, both written and oral. He /She should be a holder of a Master's degree in Corporate Governance, Business Leadership, Strategic Management and/or Law.

6.0 SERVICES AND FACILITIES

- (a) The Authority will provide the Consultant with all relevant background documents and information that may be requested by the Consultant. The Consultant will be under the supervision and coordination of the Authority's Board Secretary/ Corporate Services Director.
- (b) The Consultant shall provide own transport and accommodation for the assignment. Costing for these shall be incorporated in the Contract through reimbursables.
- (c) The Authority shall provide the meeting space for conducting the assignment.
- (d) The Contract signing date shall be the commencement date unless otherwise communicated in writing and attested by the Authority.