

**TERMS OF REFERENCE (TOR)
REQUEST FOR PROPOSALS
CONSULTANCY SERVICES GOVERNANCE REVIEW**

1. BACKGROUND

PASS Trust was established in 2000 as a project by the Government of Tanzania under the Danish Government's Agricultural Support Program. It became operational in 2001 as a facility to increase the growth of private commercial farming and agribusiness. From the outset, PASS was established as a project facility.

In 2007, PASS registered as an autonomous body corporate under the trustee laws of Tanzania. Since its inception, Trust is tasked with empowering the agricultural, livestock, and fisheries sectors through credit guarantees and agribusiness development services for entrepreneurs and small financial institutions.

In 2021, in recognition of the demand of agricultural mechanization, PASS leasing Company limited was established, a subsidiary of PASS trust as a shareholder.

2. OBJECTIVE OF THE CONSULTANCY

This consultancy seeks to conduct a comprehensive review of the governance structure of the PASS Trust, both in its capacity as a standalone entity and as a parent company to its subsidiaries with the aim of bringing more alignment between the organization's strategic goals and board activities. The consultant will develop a robust Corporate Governance and Compliance Framework that ensures alignment with applicable laws and regulations, fosters accountability, and supports effective oversight across the organization.

The consultancy will also assess the current Shared Services Model, identifying opportunities for optimization and integration across entities to enhance operational efficiency and service delivery.

3. SCOPE OF WORK

i. Governance Assessment and Improvement:

- **Board Structure and Composition:** review the current board structure and composition and evaluate, among other things, the size of the board, the composition and mandates of its committees, diversity, skills, and experience.
- **Board Roles and Responsibilities:** (a) review roles and responsibilities of the board members, committees, and executives, (b) assess the existing scheme of delegation of authority, and (c) where necessary, prepare a revised Authority Matrix that clearly defines the authority, responsibility, and the decision-

making power within PASS Trust, and provides clarity on the role the trustees and the role of management in the decision-making process.

- **Governance Policies and Procedures:** review existing board governance policies and procedures, code of conduct, and conflict of interest policies. Update or establish new policies as needed.
- **Board Succession Planning:** review succession plans for board members and key executives and evaluate processes in place to identify and develop future leaders within the organization.
- **Development:** identify skills and expertise needed on the board, prepare training development calendar to align with PASS Trust 5 years strategy 2025-2029
- **Ethical Standards and Corporate Social Responsibility:** evaluate PASS Trust's commitment to ethical practices and corporate social responsibility initiatives. Review policies related to sustainability, diversity, equity, and inclusion.
- **Stakeholder Engagement:** review the Board's stakeholder mapping process and assess its stakeholder's engagement plan.
- **Recruitment of Board Members:** review the recruitment policy and advise based on the review of board structure and composition (as per above) and Prepare profiles of the board members to be selected for joining the Board of PASS Trust.
- **Board Performance Evaluation:** review the policy and procedures for Performance Evaluations of the Board and as well evaluations of board members and advise the performance calendar.
- **PASS Leasing:** Review the existing governance relationship between Trust and PASS leasing as its subsidiary and advise improvements.

ii. **Compliance and Legal Matters:**

- **Assess compliance:** Ensure adherence to legal and regulatory requirements, including corporate governance frameworks.
- **Advice on legal and regulatory matters:** Provide guidance on legal and regulatory issues related to corporate governance.
- **Assist with legal documentation:** Review and advise on legal documents related to governance.
- **Review the charitable status of PASS Trust and its compliance with Tax laws**
- **Review Trust Deed for the organization to comply with Form T.1.4 requirements and advise accordingly.**

iii. **Shared Service structure Transformation:**

- **Assess the existing shared services structure (HR, IT, Internal Audit, Risk and Compliance and Legal) structure and recommend a new/revised framework**
- **Provide guidance on the proper procedures for shifting the current staff to the new Subsidiary Company**

4. DELIVERABLES

The Consultant shall prepare a report advising on matters highlighted under the Scope of Work section. This shall include, but not limited to the following reports:

- A review report on board governance and opinion on Trust Charitable Status.
- A Scheme of Delegation of Authority/Authority Matrix of the PASS Trust
- Proposed Board charter for PASS Trust
- Profiles of board members for the PASS Trust board
- Conflict of Interest Policy for the PASS Trust
- Board Workplan
- Board Performance Evaluation Framework
- Service level Agreement Framework
- Template of Governance report to Board

5. QUALIFICATIONS

The candidate/firm shall have the following competences, experience and qualifications:

- A minimum of five (5) years of proven experience in delivering consultancy services in the field of corporate governance, organizational development, or related areas.
- Demonstrated experience in board consulting, including board structure design, board evaluations, and development of governance charters and frameworks.
- The lead consultant or engagement leader must have at least five (5) years of direct experience in board advisory services. A recognized certification in Corporate Governance is an added advantage.
- In-depth knowledge of the financial services sector in Tanzania, particularly in relation to institutions that support micro, small, and medium enterprises (MSMEs).
- A strong understanding of the social, economic, and political context in Tanzania, and how these dynamics impact governance, compliance, and business sustainability

6. SUBMISSION OF PROPOSALS

Interested consulting firms must submit:

- Technical proposal (detailing approach, methodology, workplan) and Financial Proposal for consultancy fees. These should be in combined documents not exceeding 4 pages.
- Team members profiles with CV indicating relevant experience, their roles and contact details.
- Evidence of previous experience in similar assignments, attach 3 copies of similar work done/ contracts and three referees who can attest to previous similar assignments
- Valid business registration documents, tax compliance certificates, certificates from relevant professional bodies.

7. REPORTING

The Consultant will report to:

- Board Governance Committee

8. ELIGIBILITY CRITERIA

Consultants will be evaluated on the following criteria based on their submission: Legal status of firm/individual consultant, number of years of experience relevant to the assignment, qualified personnel, registration with professional bodies, references provided, technical and financial proposals.

Please note that an interested Consulting firm should have permanent staff members, we do not accept partnerships, subcontracting agreements, use of temporary or freelancers for this engagement.

9. HOW TO APPLY

Qualified consultant/firm should submit an expression of interest not later than 17th June 2025 05:00PM subjected “**REQUEST FOR PROPOSAL -GOVERNANCE REVIEW**” email procurement@pass.or.tz.

For Clarifications/inquiries Interested parties may email doreen.mangesho@pass.or.tz

