



TERMS OF REFERENCE
REQUEST FOR PROPOSAL
CONSULTANCY – BOARD PERFORMANCE EVALUATION

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 was registered as an autonomous body corporate under the 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.

PASS Trust Board is governed by a Board comprising six (6) members, supported by three committees with diverse professional backgrounds. To support effective oversight and decision-making, the Board operates through three committees:

- Human Resources (HR) Committee – 3 members
- Audit, Risk and Compliance Committee – 3 members
- Business Committee – 2 members

These committees play a critical role in providing specialized oversight on key areas including human capital management, financial integrity, risk management, compliance, and business/strategic development.

In line with good corporate governance practices and continuous improvement, it is important for the Board to periodically assess its performance, effectiveness, and overall contribution to the organization's strategic objectives while identifying strengths and gaps, and enhance accountability and transparency.

2. OBJECTIVE OF THE CONSULTANCY

The overall objective of this consultancy is to conduct an independent and comprehensive performance evaluation of the Board of Trustees, its committees, and individual members to;

- a. Assess the overall effectiveness of the Board, its committees, and Individual Trustees
- b. Evaluate governance structure, processes, and decision-making effectiveness
- c. Review Board composition, including skills, independence and diversity
- d. Assess the quality of Board materials, information flow and meeting effectiveness

- e. Evaluate oversight of strategy, risk, compliance, and financial performance
- f. Identify gaps and provide practical and actionable recommendations for improvements

3. SCOPE OF WORK

The Consultant will undertake a comprehensive evaluation covering the following areas be expected to:

- a. Assess the overall effectiveness of the Board in providing strategic direction and oversight
- b. Review the effectiveness of Board leadership, including the role of the Chairperson
- c. Evaluate Board meeting processes, including frequency, agendas, time allocation, attendance and participation, quality of discussions and the level of constructive challenges
- d. Review the structure and composition of the Board (currently six members) and assess the mix of skills, experience, independence and diversity among Board members
- e. Assess tenure, Board succession planning and appointment processes
- f. Evaluate the effectiveness of all three Committees while assessing the clarity of roles, responsibilities and mandates of each.
- g. Evaluate coordination and communication between committees and the full Board
- h. Identify training and capacity-building needs
- i. Assess compliance with internal policies, regulations, and best practices
- j. Evaluate oversight of risk management and internal controls
- k. Assess oversight of Strategy and performance
- l. Review ethical standards, including conflict of interest management
- m. Review effectiveness of Board documentation such as agendas and minutes
- n. Assess risk and compliance management.
- o. Assess Board-Management relationship
- p. Provide clear, practical and prioritized recommendations for improvement
- q. Provide an action plan to strengthen Board performance and governance

4. DELIVERABLES

The Consultant shall deliver the following:

- a. Inception Report outlining the understanding of the assignment, methodology, detailed work plan, tools for data collection, and timeline for execution
- b. Data Collection Tools such as questionnaires, interview guides, and assessment templates (to be shared and approved before use)
- c. Draft Board Performance Evaluation Report presenting preliminary findings, analysis, and key observations on the Board and its committees
- d. Draft presentation to the Board on Key findings and recommendations
- e. Final Board Performance Evaluation Report including:

- i. Assessment of Board effectiveness
 - ii. Evaluation of Board committees (HR, Audit, Risk and Compliance, and Business)
 - iii. Key strengths, gaps, and areas for improvement
 - iv. Benchmarking findings against best practices
 - v. Clear and actionable recommendations
- f. Action Plan for Improvement outlining prioritized recommendations, responsible parties, and suggested timelines for implementation.
- g. Final Presentation to the Board summarizing key findings and recommendations.

5. QUALIFICATIONS

The selected consultant or firm must possess:

- a. Be a legally registered and reputable consulting firm with demonstrated experience in governance, institutional assessments, or organizational reviews
- b. Have at least 5–10 years of proven experience in conducting board evaluations, governance reviews, or similar assignments for corporate, NGO, or development organizations
- c. Demonstrate strong technical expertise in corporate governance, board effectiveness, risk management, compliance, and organizational performance assessment
- d. Have a team with relevant qualifications in Governance, Law, Business Administration, Finance, Public Administration, or related fields
- e. Strong understanding of board structures, committee systems, and governance best practices

6. SUBMISSION OF PROPOSALS

Interested consulting firms shall provide:

- a. Financial Proposal outlining consultants' costs.
- b. Technical Proposal showing understanding of the assignment and interpretation of the TOR and outlines a clear methodology and approach for conducting the Board Performance Evaluation. The proposal should include a detailed work plan with key activities, timelines, and milestones, as well as the proposed tools and techniques for data collection and analysis such as interviews, questionnaires, and document review. Also provide composition of the proposed team, clearly indicating roles with brief CVs of key personnel showing relevant qualifications. In addition, the firm should present its relevant experience in similar assignments, including references where applicable, and demonstrate understanding of governance frameworks and best practices in board evaluations. The proposal should also describe the approach to ensuring



confidentiality, independence, and objectivity throughout the assignment, and may include any additional value-added approaches or innovations relevant to the assignment.

- c. Your proposal should not exceed 4 pages

7. ELIGIBILITY CRITERIA

The consultants will be evaluated on the following criteria based on their submission: Legal status of firm/individual consultant, number of years of experience in relevant to the assignment, qualified personnel, registration with professional bodies, references provided, financial fee proposed.

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

8. HOW TO APPLY

Qualified consulting firm should submit proposals not later than **13th May 2026** 10:00AM and subjected "**CONSULTANCY – BOARD PERFORMANCE EVALUATION**" email procurement@pass.or.tz.