TERMS OF REFERENCE - CONSULTANCY TO CONDUCT CORPORATE GOVERNANCE INDUCTION AND TRAINING FOR THE NEW BOARD OF DIRECTORS

1. Background

Commerce Equitable Afrique trading as Fairtrade Africa (FTA) is a company limited by guarantee established in Kenya to serve and represent Fairtrade Africa producers and support the advancement of Fairtrade objectives across Africa and the Middle East.

The organisation is governed by a Board of Directors responsible for providing strategic direction, oversight, accountability and stewardship of the organisation in accordance with its constitutional and governance framework, applicable laws and recognized principles of good corporate governance.

Following the appointment/election of a new Board in 2026 , FTA intends to engage an experienced corporate governance consultant to facilitate a comprehensive Board induction and corporate governance training programme.

The training is intended to equip the new Board members with a common understanding of their roles, responsibilities, fiduciary duties, governance structures and oversight obligations, and to strengthen the Board's effectiveness in providing strategic and accountable leadership.

2. Purpose of the Consultancy

The purpose of this consultancy is to design and deliver a practical and context-specific corporate governance training programme for the newly constituted Board. The training should provide Board members with the knowledge, tools and practical understanding required to effectively discharge their responsibilities and work collectively as a high-performing Board.

3. Specific Objectives

The consultancy will seek to:

a) Provide Board members with a comprehensive understanding of the principles and practices of good corporate governance.

b) Clarify the respective roles, responsibilities and accountabilities of the Board, Board Chairperson, Committees, Executive Director and Secretariat.

c) Strengthen Board members' understanding of their legal, fiduciary and ethical duties.

d) Enhance the Board's capacity to provide effective strategic oversight and direction.

e) Strengthen Board understanding of risk management, financial oversight, compliance and organizational accountability.

f) Promote effective Board dynamics, decision-making and constructive challenge.

g) Familiarize Board members with governance practices applicable to member-based and not-for-profit organisations.

h) Provide practical tools and recommendations that the Board can apply in its work.

4. Scope of Work

The consultant will be expected to undertake the following:

a) Review of FTA’s Governance Framework & Documents
b) Design of Training Programme
c) Facilitation of Board Training
d) Governance Assessment and Recommendations

The consultant will facilitate an interactive training session/workshop for the newly constituted Board using a combination of:

- Presentations; Case studies; Practical governance scenarios; Board simulations; Group discussions; Question-and-answer sessions; and Practical exercises.

The training should encourage active participation and allow Board members to discuss real-life governance challenges relevant to their roles.

5. Proposed Training Topics

The following topics are proposed as the core areas of the Board training. Applicants may recommend additional topics based on their assessment of FTA's needs.

a) Principles of Corporate Governance
b) Legal and Fiduciary Duties of Directors
c) FTA Board Structure, Roles and Responsibilities
d) Board Effectiveness and Dynamics
e) Strategic Governance and Oversight
f) Financial Oversight and Stewardship
g) Risk Management and Compliance
h) Ethics, Integrity and Conflicts of Interest
i) Board Committees and Effective Delegation
j) Board Meetings, Papers and Decision-Making
k) Stakeholder, Member and Producer Governance
l) Board Risk in Litigation and Sensitive Governance Matters
m) Board-Management Relationship
n) Board Evaluation and Continuous Improvement
o) Emerging Governance Issues

6. Expected Deliverables

The successful consultant will be expected to deliver the following:

a) Inception/Training Plan setting out the proposed approach, methodology, timetable and training methodology.
b) Board Governance Training Materials, including presentations, case studies, exercises and other relevant materials.
c) Corporate Governance Training Workshop for the newly constituted Board.
d) Board Governance Handbook/Reference Materials, where proposed as part of the consultancy.
e) Post-Training Report summarizing training undertaken; key areas covered; participation and observations; key governance issues identified; recommendations for further Board development; and proposed areas for ongoing governance capacity building.
f) Certificates of Participation

7. Proposed Methodology

The consultant is expected to adopt a highly practical and participatory approach. The methodology should include, as appropriate:

- Short technical presentations; Practical examples and case studies; Group exercises; Boardroom simulations; Governance scenarios; Question-and-answer sessions and Facilitated discussions on real-world Board challenges.

The consultant should avoid an overly theoretical approach and ensure that the training enables directors to apply the principles discussed to their actual Board responsibilities.

8. Duration and Timing

The consultancy is expected to be undertaken during the week of 12th – 16th October 2026. The training is anticipated to take approximately (2 days), with the final duration to be agreed with the successful consultant.

The consultant shall be required to undertake preparatory document review prior to the training and a post-training assessment/report thereafter. The training may be conducted in person or virtually, depending on the organization's requirements (TBC).

9. Consultant Skills, Qualifications and Experience

Interested consultants/firms should demonstrate the following:

a) Mandatory Requirements

- Advanced academic qualifications in Law, Corporate Governance, Business Administration, Finance, Management or a related discipline.
- Professional qualifications in corporate governance, law, accounting, audit, risk management or a related field will be an advantage.
- At least 7 years' relevant professional experience in corporate governance, Board development, governance advisory or related fields.
- Demonstrable experience conducting corporate governance training for Boards of Directors.
- Demonstrated understanding of the governance of not-for-profit, membership-based, international or regional organisations.
- Strong knowledge of directors' duties, Board governance and fiduciary responsibilities.
- Excellent facilitation, communication and presentation skills.
- Ability to tailor governance training to the specific institutional context of an organisation.

b) Desirable Experience

Experience working with:

- International or regional organisations; Companies limited by guarantee; Membership-based organisations; Development organisations or NGOs; Boards operating across multiple jurisdictions; and/or Organisations with complex stakeholder and governance structures.

10. How to Apply

Application Deadline 25th September 2026

Interested candidates, who possess the above competencies, should send the documents below via email to procurement@fairtradeafrica.net .

Any queries shall be addressed by the 15th of September 2026 and addressed to e.omwenga@fairtradeafrica.net .

Interested consultants/firms should submit:

) A cover letter introducing the submission:

) A proposal with five (5) sections as follows :

- **Technical Proposal** demonstrating their understanding of the assignment and proposed methodology.
- **Proposed Training Programme/Agenda**, including proposed modules and duration.

- **Consultant/Firm Profile**.
- **Curriculum Vitae(s) of the proposed consultant(s)** – can be sent as an attachment
- Evidence of at least **three similar assignments** undertaken, including client, nature of assignment and duration.
- **Financial Proposal**, clearly indicating professional fees and any applicable expenses/taxes.
- At least **two references** from previous clients for comparable assignments
- Any other information considered relevant to demonstrating suitability for the assignment.

Kindly note your proposal should not exceed ten (10) pages.

The subject of the email submission should be **"Proposal for FTA Board Corporate Governance Training".**

Only shortlisted firms/Consultancies/consultants shall be contacted.