

INDEPENDENT GOVERNANCE REVIEW

CALL FOR PROPOSALS

Background

Bonsucro is the leading global sustainability platform and standard for sugarcane, one of the world's most important crops. Our purpose is to collectively accelerate the sustainable production and uses of sugarcane. Bonsucro convenes over 300 members from more than 50 countries to address critical challenges in the sugarcane sector and drive both performance and impact through our system of sustainability standards.

Bonsucro is undergoing a period of growth and change and has a strategic commitment to enhance its organisational capabilities in governance and to promote diversity. The Board of Directors undertook a self-evaluation of their performance in 2019 and 2021 but there has not been an independent governance review since 2016 when the current governance structure and articles were adopted. Therefore, it is timely and important to carry out a governance review of Bonsucro.

Bonsucro is registered in England and Wales as a private company without share capital. It is formally governed by a Board of Directors, who are legally and collectively responsible for Bonsucro, although for practical purposes it delegates day-to-day responsibility of managing the organisation to the CEO and secretariat. The Board has the power to convene committees to support its work and to which it can delegate responsibility for certain activities. Currently the Board delegates responsibility (through clearly defined terms of reference) to:

- Finance & Risk Committee (FRC), for financial and risk oversight
- Governance & Nominations Committee (GNC), for governance oversight
- HR & Remuneration Committee for oversight of HR and pay policies.
- Technical Advisory Board (TAB), for technical aspects of the Standard and assurance
- Members Council, to ensure that the view of members of Bonsucro are included in governance decisions.

More details and documentation available here: <https://bonsucro.com/what-is-bonsucro/our-governance/>

Purpose of the review

An external consultancy to ensure that Bonsucro continues to be legally compliant and has a culture and system where the governance functions are optimised and providing appropriate oversight and accountability; working to deliver organisational purpose and strategy; promoting diversity, equality, and inclusion; and effectively supporting the management of the organisation led by its CEO.

Elements for the consultancy

- A. To review, evaluate and propose recommendations on:
- Board performance and strategic leadership over the last 5 years
 - Members Council and Technical Advisory Board performance and leadership over last 5 years.
 - Relationships between the governing bodies, the executive, as well as considerations of key relationships in the wider organisational system.
 - Governance policies and terms of reference including appropriate alignment of remits, roles, and responsibilities.
 - Promoting diversity, equity and inclusion within the governance
 - Mechanisms for periodic future reviews of governance
- B. To successfully engage the Board and Executive in the governance review and support their implementation of the recommendations over a period of 6 months

Report and timeline

- Submission of proposals by 15 June.
- Selection and contracting by early July
- In person meeting with Board on 10 or 11 September in London
- Final report and recommendations by end October 2023
- Implementation support to March 2024

Profile of the consultant (s)

- Experience of working with international non-profit organisations and ideally with membership organisations or multi-stakeholder initiatives.
- Familiarity and knowledge of non-profit governance and relevant UK company regulatory requirements
- Ability to evaluate governance with a systemic approach to organizational development.
- Demonstrable track record of conducting governance and board evaluations.
- Excellent inter-personal and communication skills and writing skills
- No conflicts of interest

Outputs

The key outputs of this assignment:

1. Comprehensive report covering the main elements of the scope of work.
2. Presentation deck of the main findings and recommendations.

3. Coaching/support to progress implementation of recommendations with Board and Executive.
4. Updated documentation such as key governance policies, terms of reference, etc as agreed.
5. Report back meeting with the Bonsucro leadership.

Roles and Responsibilities

Bonsucro is responsible for:

- Supply of background information and materials
- Approval of work plan and overall management of the assignment
- Guidance throughout all phases of execution
- Facilitating access to Bonsucro governing bodies and members
- Coordinating the in-person Board meeting, and discussion of results with governing bodies and key internal stakeholders

The Consultant is responsible for:

- Conducting the assignment
- Arranging and conducting meetings with key informants as well as survey participants
- Regular progress reporting to Bonsucro
- The development of recommendations
- The production of outputs in accordance with contractual agreement

How to Apply

Please submit a proposal that includes the following:

- A full proposal based on a clear understanding of the objectives of the assignment, including a proposed work plan (5 pages maximum).
- A detailed CV or resume outlining relevant experience, qualifications, and references.
- Budget for the work, including details of daily rates for consultancy and number of days required to do this work as well as estimated travel and accommodation costs (if applicable).

Terms of Service

Consultants should declare all potential conflicts of interest. The total budget should include consultant time and incidentals such as telephone expenses and any taxes (including VAT) as well as travel and accommodation costs (if applicable). Any travel needed for this project must be approved in advance by Bonsucro and will be reimbursed based on agreed guidelines. All information exchanged during the contract will be confidential, unless otherwise indicated, and the consultant will be expected to sign a non-disclosure agreement with Bonsucro at the outset. The outputs of this assignment will be property of Bonsucro. ***Closing date for submissions of proposals is 15 June 2023. Proposals should be sent to Eden Statham eden@bonsucro.com***