

Terms of reference

Consultant for “Designing and conducting a Corporate Governance Training for early-stage off-grid solar companies”

1. Background

The off-grid solar (OGS) sector has grown tremendously over the past 10 years into a vibrant, US\$ 1.75 billion annual market, which remains on a solid growth curve. The sector is currently serving 420 million users. From 2017 to 2019, revenues grew rapidly at 30 percent annually, while sales volumes grew at 10 percent annually¹. To continue to grow the sector, more capital is required as well as attracting new investors into the space. Having strong corporate governance in place can help achieving this. It can unlock capital as investors typically require strong governance processes and procedures. Corporate governance processes can as well help managing and aligning investor expectations, benefitting future investment commitments. Board members can lastly bring in complementary skills, network, and knowledge to the management team. This may enhance company performance and fundraising success. Improved corporate governance practices in the off-grid solar space could therefore help companies and the sector grow more sustainably, and attract more investment.

However, early-stage off-grid solar companies often don't have strong corporate governance structures in place yet as they are focusing on the day-to-day operations and improving their overall products and services. Creating the right corporate governance structures might be perceived as a burden and its value to the company is not always fully understood. Even if companies are willing to incorporate strong corporate governance structures, they do not always possess the right tools and knowledge to do so or face a challenge in finding the right board members. This can sometimes lead to missing out on an investment opportunity and prevent companies from their desired development.

As the voice of the off-grid solar industry, GOGLA recognises the importance of corporate governance structures for early and growth-stage innovative companies within the off-grid solar sector and established a new initiative to advance industry practice around corporate governance. The project is part of the [Off-Grid Solar Academy](#), a wider effort at GOGLA to help off-grid solar companies and investors to overcome barriers that stand in the way of successful investments.

¹ [Off-grid Solar Market Trends Report 2020](#)

2. Objectives Corporate Governance Project

The goal of the Corporate Governance Project is to develop tools and resources that will contribute to improving corporate governance processes of early-stage companies in the off-grid solar sector.

The initiative aims to:

1. Raise awareness about the importance and value of strong governance structures early in the life of OGS companies.
2. Set realistic governance expectations and standards in terms of complexity and requirements early-stage OGS companies should have for boards at various stages in a company's growth.
3. Offer tangible tools and resources that can contribute to the improvement of early-stage OGS companies' corporate governance practices.
4. Encourage and facilitate the search of independent board members.

The desired additional impacts of the project are to contribute to stronger business development of off-grid solar companies, leading to a more effective, profitable, and sustainable industry.

3. Purpose of the assignment

Many early-stage OGS companies do not possess the right tools and knowledge to implement a strong corporate governance structure. GOGLA therefore wants to build on the existing Off-Grid Solar Academy and provide a corporate governance training to the executive management of early-stage OGS companies.

By offering these trainings, we aspire to provide early-stage OGS companies with the tools and knowledge they need to build, maintain, and evolve a strong corporate governance structure over time. The assignment therefore aims at decreasing the knowledge gap on corporate governance structures that exists in the OGS industry. An additional desired impact of the training is a raised awareness of the importance and value of strong corporate governance structures for early-stage companies.

4. Scope of assignment and specific tasks

The scope of the assignment is to develop a corporate governance training for early-stage OGS companies. GOGLA is searching for a consultant that will help to deliver this training and fulfil the following tasks:

1. **Develop content for a corporate governance training**
Curate meaningful content for a corporate governance training based upon the knowledge gaps and challenges that currently exist in the industry. Suggested topics for the sessions include elements of effective corporate governance structures and practices, finding the right board members, governance maturity, and board

structure and management. This can be done in cooperation with GOGLA and building on existing insights from GOGLA around these topics.

2. **Deliver a corporate governance training for OGS companies**

Present the developed content to GOGLA's network through an online webinar.

3. **Ensure that the developed content can be used as a public resource**

The consultant should make sure that (part of) the developed content can be used as a public resource and featured under GOGLA's [off-grid solar energy academy](#). This could include presentation slides, online curriculum, booklets, webinar recordings and potentially several wider resources.

In summary, the following deliverables are expected from the consultant/consulting firm:

- 1x 1-5 – 2-hour corporate governance training session in webinar format. If deemed more impactful, there is flexibility to do two webinars of a shorter time frame.
- Public resources that will be accessible for the wider OGS sector.

5. Schedule

The training is planned to occur in November 2021, but the timeline is eligible to some flexibility. The foreseen input for the work is about 5 days, including preparation work, one 1.5 – 2-hour training session, and resource dissemination. The consultant is requested to disclose the number of days required to carry out the project activities next to the budget in the proposal submission.

6. Task manager/ Reporting

The Task Manager for this engagement is Puck van Basten, Jr Project Manager Performance & Investment. Puck van Basten has final sign off on deliverables and invoices. The Consultant will work in cooperation with GOGLA's Team and will report to GOGLA's Task Manager.

7. Submission requirements

Firms must provide CVs of all personnel and information on their commitment and availability for the assignment. Key personnel proposed cannot be replaced at the time of implementation without prior approval by the Task Manager.

The proposal should include:

1. Approach to deliver the assignment with level of effort of key personnel and backstopping systems. Present any proposed deviation from the scope, deliverables, and timeline.
2. CVs of team with relevant experience highlighted with 5 relevant project references from the past 3 years.
3. Client certificates (testimonies/reference letters) that confirm the quality of any project references if available.
4. Technical proposal.



The Voice of the **Off-Grid Solar Energy** Industry

GOGLA
Johan Cruijff Boulevard 91
1101 DM, Amsterdam Zuid-Oost
The Netherlands
www.gogla.org

5. Financial proposal.

Submissions should be sent to p.vanbasten@gogla.org with the subject "*Corporate Governance Training TOR – Proposal [name of org.]*" by end of day, Friday 29th October 2021.