



TERMS OF REFERENCE FOR A CONSULTANT TO UNDERTAKE THE FORMULATION OF AN ENVIRONMENTAL SOCIAL GOVERNANCE (ESG) STRATEGY AND DEVELOPMENT OF THE ESG POLICIES AND PROCEDURES FOR THE ZAMBEZI RIVER AUTHORITY

1.0 BACKGROUND

The Zambezi River Authority (**"the Authority"**) is a corporate body jointly and equally owned by the Governments of the Republics of Zambia and Zimbabwe (**"Contracting States"**) and is mandated to contribute to the economic, industrial and social development of the Contracting States by sustainably obtaining the greatest possible benefits from the natural advantages offered by the waters of the Zambezi River constituting a common border between Zambia and Zimbabwe by providing water for generation of electricity and other beneficial uses. The Authority, in line with its bilateral mandate, owns, operates and maintains the Kariba Complex (the Kariba Dam and all its appurtenance structures) and is conferred with the statutory mandate to develop other hydro-electric schemes along the stretch of the Zambezi River that falls within its jurisdiction.

The Authority has set aside funds for purposes of financing various operations during its current strategic window. Part of the funds will be utilised for implementing its Environmental, Social and Governance ("ESG") framework to be spearheaded by a Consultant to be appointed by the Authority.

2.0 OBJECTIVES OF THE ASSIGNMENT

- To Establish baseline information on the ESG landscape within the Authority.
- To Design ESG Policies and procedures guided by global best practices such as Global Frameworks as the Global Reporting Initiative (GRI), Sustainability Accounting Standards Board (SASB) among others.
- To formulate the Authority's ESG Strategy covering a 5-year period clearly setting priority areas, materiality and ESG goals.
- Capacitate the Authority in best practices in the implementation, monitoring and evaluating of ESG Initiatives and impacts thereof.

3.0 SCOPE OF THE CONSULTANCY SERVICES

- Review the Authority's mandate, statutory functions and operations with a view to assess the relevance and focus areas regards ESG;

- Conduct an assessment regards the current state of the ESG landscape in general and specifically, to the Energy/Water industry;
- Conduct an assessment regards the Authority's status relating to ESG implementation [intentionally of sub – consciously] and practices in its operations with a view to identifying gaps and the relevant interventions required to make the Authority current vis a vis the current practices within Authority's industry.
- Conduct training of the Board, Board Committees, ESG Committee and Executive Management to capacitate the Authority's employees in ESG practices.
- Formulate and develop the Authority's ESG Strategy covering a 5-year period clearly setting priority areas, materiality and ESG goals.
- Develop an ESG policy document to guide the Authority in the implementation of the ESG initiatives and reporting thereof.
- Formulate and develop a monitoring and evaluation framework to assess implementation of the ESG policy, practices, the effectiveness and impact thereof;
- Guide the Authority in the implementation of sustainability reporting standards IFRS S1 and S2.

4.0 DELIVERABLES / OUTPUT

- Inception report detailing methodology and approach to the assignment, the outcome of the assessment regards the current state of the ESG landscape in general and specifically, to the Energy/Water industry and the assessment regards the Authority's status relating to ESG, gaps identified and ESG practices in place within the Authority.
- Capacitate Authority Board, Board Committees Management and employees in ESG practices [Training].
- ESG strategy for the Authority clearly defining priorities and goals.
- ESG Policy and Procedures for the Authority.
- Monitoring & Evaluation Framework.

5.0 DURATION OF THE ASSIGNMENT

The assignment should be completed within a period of three (3) calendar months from the commencement of services.

6.0 QUALIFICATION OF THE FIRM AND KEY EXPERTS

Firm Experience

The firm should be in the business of consulting with specific experience in supporting organisations in adopting and delivering appropriate ESG frameworks, developing ESG Strategies, ESG policy and procedures manuals and conducting evaluations of status of ESG compliance. The firm should have at least six (6) years of specific experience of

delivering on ESG assignments, three (3) similar assignments having been successfully completed in the last six (6) years.

Key professional staff qualifications and competencies for the assignment

Lead Consultant

This role requires an individual with strong leadership, management and communication skills who understands ESG. He /She should be a Fellow of the Accountancy profession, Corporate Governance, Law or related field. He/she must be a holder of a master's degree in Finance, Business Administration, Law or related field with demonstrable experience in undertaking similar assignments for Parastatals/State owned enterprises, regional and/or international organizations operating in the water, engineering or energy sector. He/she must have at least five (15) years of experience in consultancy with at least three (3) similar assignments having been successfully completed within the past eight (6) years.

Associate Consultant

This role requires an individual who is fluent in English with excellent communication skills, both written and oral. He /She should be a Fellow of the Accountancy profession, holder of a master's degree in Corporate Governance, Business Administration Law or related field. He/she must have at least ten (10) years of experience in consultancy with at least two (2) similar assignments having been successfully completed within the past six (6) years.

7.0 SERVICES AND FACILITIES

- (a) The Authority will provide the Consultant with all relevant background documents and information that may be requested by the Consultant.
- (b) The Consultant shall provide own transport and accommodation for the assignment. Costing for these shall be incorporated in the Contract through reimbursables.
- (c) The Authority shall provide the meeting space, for all activities where there is physical engagement of relevant Authority personnel, for conducting the assignment.