

## Terms of Reference (ToR) Consultant for Governing Board Development

### 1. Background

Independent Association of Journalists of Vojvodina (NDNV) is an organization that has been operating for thirty years in a very turbulent transitional period that Serbian society was going through. Founded as a professional association of journalists with the aim of improving the journalistic profession and protecting journalists from a repressive regime, IJAV has always been an uncompromising advocate of the democratic values of civil society, which put IJAV on the side of those who are not at the mercy of those in positions of power in society.

In 2018, IJAV applied to PeaceNexus for organizational development (OD) support and was selected by PN in OD for OD support due to its track record and in view of the demonstrated ambition to work on a meaningful internal change. The first phase of the OD process (until 2020) focused on coming to an organizational strategy informed by an in-depth understanding of the specificities and risks associated with IJAV's context; IJAV's unique positioning in Serbia's media landscape; and to a revised internal set-up and structures in view of its new strategy. The second phase focused mostly on developing internal systems that are conducive to good governance, smooth coordination and programmatic development and resulted in an updated governance structure and organizational setup. The third and final phase, on which IJAV and PN agreed on in October 2022, aims to conclude by November 2023, and is focused on revision of IJAV's current Strategy to reflect an organization-wide agreement on organizational identity, programmatic priorities and core services; strengthening of its governance structure and coming to an updated operational structure that reflects its strategic priorities and existing capacities and allows for further growth; and lastly development of fundraising strategy aligned with the strategic priorities (including agreed upon Media Hub and commercial activities ambitions) and the anticipated needs resulting from the updated organigramme.

This consultancy is intended to help in achieving second development objective of the third phase, concretely in developing Governing Board. IJAV is governed by a Governing Board, comprised of 5 members, and led by the Chair of the Board. The current Board was elected by the Assembly in May 2022, and is comprised of a heterogenous group (coming from business and civic sector) serving their first governance mandate in a non-profit with a focus on journalist protections, media, and democratization.

More details about the current Board members can be found on the IJAV website: <https://ndnv.org/upravni-odbor/>

### 2. Purpose of the Consultancy

IJAV seeks proposals from competent consultants to support the development of the Board and coach/advise the Board to perform in line with the new Statute and good governance practices. The consultancy should enable the Board to:

- Understand and internalise the scope of their statutory role and how they are meant to perform it, with emphases on clarifying governing role in the civic sector (vs. public or business sector);
- Understand implications of having a governance role regarding relationships and communications with the executive team and how to set and maintain boundaries of their role;
- Identify which skills they need to further build to fulfil their role and ways to build them;

- Govern strategy development process in an effective manner and put together a clear plan for their role in 2023/2024;
- Run effective meetings.

In order to enable the Board to behave as outlined above, the consultant will be expected to provide advice to the Board on how to approach their statutory role in practice (and reflect that in a Board Rulebook and through practical recommendations) and how to set objectives and plan for performing their role.

As a result, Board will:

- Have clear and concrete procedures for performing their role;
- Articulate a clear plan for how they can support IJAV's work and provide consistent and actionable support in line with their statutory duties and good governance principles;
- Know which skills gaps are being addressed by which tools (coaching, training, etc).

### **3. Specific Tasks to be performed by the Consultant**

The consultant will develop, in consultation with the Chair of the Governing Board and IJAV's Executive director, a detailed work plan that will include undertaking at least the following tasks:

1. Conduct desk review of main IJAV organizational documents, existing governance and Board documentation and engage with the Governing Board to provide an assessment of the current state of Board development and outline a methodology and work plan indicating how the objectives of the assignment will be achieved;
2. Coach the Board on performing their duties in line with the Statute and agreed priorities (including governing of the strategy revision process)
3. Draft a Board Rulebook which will reflect Board's practices and operating procedures, and be aligned with the organizational Statute;
4. Submit a set of recommendations for further Board functioning overall and Board members' skills and knowledge development, in view of agreed goals, priorities and indicators of success for Board overall and individual members of the Board.

Note: The abovementioned tasks to be performed are intended as a guide and should not be viewed as an inflexible specification as it may be modified following discussion with the selected consultant.

### **4. Outcomes of the Consultancy (deliverables)**

- Brief Inception report outlining methodology and initial recommendations for the functioning of the Governing Board based on desk review and initial conversations;
- A completed, comprehensive Board Rulebook, in line with the Statute and good governance practices
- A report, detailing Board's priorities, targets and indicators of success, and a set of recommendations for Board member's skills and knowledge development.

### **5. Lines of Communication**

The consultant will report to IJAV's Chair of the Board.

### **6. Location**

Remote and on location - Novi Sad, possible nearby location (up to 100 km from Novi Sad) for the face-to-face workshop.

## 7. Timeframe

Initially approximately 8 working days, starting in March 2023 until the end of June 2023 (please note the start/end date of the assignment may change due to unavoidable circumstances in which case a revised timeframe will be drawn up with the mutual agreement of both parties).

This timeline and exact number of working days is subject to change.

## 8. Qualifications and Experience

- Preferably an advanced university degree in development studies, management, organisational development or a related field.
- Minimum ten years of experience of leading the design, execution, and/or management in the civil society organisation capacity building.
- Minimum five years of experience in setting up and/or supporting governance structures of non-profits
- Experience in coaching and advising governance structures and Boards
- Prior demonstrated experience of participatory and community-based approaches
- Ability to integrate different experiences, methodologies, and approaches from a diverse range of organisations through adapting facilitation techniques.
- Flexibility to adapt to any subsequent changes in the terms of reference.
- Willingness and ability to travel to the field to conduct workshop.
- Excellent writing and reporting skills in English. BCMS languages speaking/writing skills are desirable.

## What to include in application

- CV
- Letter of interest, including outline of the methodology and approach and examples of previous successful tasks
- Daily rate, detailing what's included in fee

**Please submit your application to: [office@ndnv.org](mailto:office@ndnv.org), no later than 15 March 2023.**