



# **Terms of Reference**

**Independent Board Members**

**For**

**Rusumo Power Company Limited**

**Rusumo**

**January 2023**

## **1. Background and Description**

### **1.1 Background**

Rusumo Power Company Limited (RPCL) is a limited liability Company incorporated in Rwanda under Rwandan company law. It also has a certificate of compliance in Tanzania since the company facilities are located in both sides of Rwanda and Tanzania border. It is jointly and equally owned by the Governments of Burundi, Rwanda and Tanzania.

The Company formation is according to Rwandan Company Law that allows under Article 54 of the Companies Act for an option of formation of a company without Articles of Association. This premise is reflected in its Form of Memorandum of Association of a company limited by shares as registered.

The Company was formed for the purpose of development, construction, ownership and operation of the 80MW Rusumo Hydro Power Plant. Although RPCL shareholders are the three Governments, it is intended that the Company will operate at arm's length and to all intents and purposes as a private company.

### **1.2 Brief Description of the Plant**

The 80MW Regional Rusumo Falls Hydroelectric Plant is located at the Rusumo Falls, on the Kagera River, which forms the border between Rwanda and Tanzania. Power production facilities are located entirely on the right bank of the Kagera River in Tanzania, while the switchyard is located on the left bank of the river in Rwanda.

The Plant is a Run of River (RoR) generation plant with installed capacity of 80 MW with the following main components:

- A concrete dam/spillway, intake and headrace tunnel
- A power house with 3 turbines and tailrace canal
- A 220 kV switchyard

Currently, Nile Basin Initiative/Nile Equatorial Lakes Subsidiary Action Program (NBI/NELSAP) is implementing the Project through a Project Implementation Support Agreement (PISA) with RPCL up to project commissioning. Within this document, reference is made to both NELSAP and the RPCL roles reflecting the intended transition from NELSAP to the RPCL towards completion and commissioning of construction works.

The project is currently under construction by two contractors; one for Civil Works (Contract Package 1: CP-1) and another for the Electro-mechanical Works (Contract Package 2: CP-2). The project is being implemented through a public financed, privately managed mechanism.

### 1.3 Institutional Arrangements

The Supreme organ of the Company is the Council of Ministers (CoM). A Tripartite Agreement between the partner states signed on 16<sup>th</sup> February 2012 led to the signing of a Shareholders Agreement and an Implementation Agreement in 2013. Furthermore, initialization of three Power Purchase Agreements (PPAs) with electricity utilities of the three countries was done in September 2013 for guiding the project implementation and mechanisms for future power trading and sharing from the project. The final PPAs are expected to be signed latest in January 2023. The Company should begin generating electricity mid-2023.

Funds from the sales of energy shall be used not only for the repayment of loans but also for the operations of RPCL, the maintenance of the plant and its associated facilities. Other signed agreements include Project Agreement and Subsidiary Agreements.

RPCL is by shareholding and jointly owned for management of power generation and supply to national electricity utilities of the three countries. The Company is publicly financed, publicly owned and privately managed to oversee activities during Power Plant operations.

## 2. Composition of the Board of Directors

RPCL is governed by a Board of Directors which consist of **seven** (7) members. These are **six**; (**two** members from each of the three Shareholder countries) and **one** Independent. The Board meets at least four (4) times during the Financial Year. An extraordinary meeting of the Board can also be convened upon the request of at least any two Directors appointed by the same Shareholder

## 3. Position Required

The Independent Board Members are required to bring external, wider perspective and independence during Board discussions and deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

They shall discuss without any bias matters pertaining to company affairs and good governance thereby increasing quality of Board decisions and objectivity in the general benefit of Shareholder countries.

The position requires **two** Independent Board Members. One of them shall be designated as a **Substantive** member of the Board and the other as an **Alternate** member of the Board entitled to attend the Board meetings only when the **Substantive** member will not be able to attend.

## 4. Roles and Responsibilities of an Independent Board Member

The responsibilities of an Independent Board Member would comprise of the following:

- i. Regularly attend Board Meetings and important related other meetings.

- ii. Makes serious commitment to participate actively in Board work.
- iii. To assist and undertake assignments and completes them thoroughly and on time.
- iv. Stays informed about Board matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
- v. Gets to know other Board Members and builds a collegial working relationship that contributes to consensus.

## **5. Qualification, Experience and Skills Required**

The minimum qualifications and experience required are:

- i. Possess a Bachelor of degree in Electrical power engineering, management, finance and/or law with a minimum of 20 years broad local and international experience in hydropower development including substantial experience in the actual implementation and operation of hydropower projects
- ii. A Master's Degree or post graduate qualification in an appropriate engineering, management or legal discipline would be an added advantage.
- iii. Experience of trans-boundary projects would be an added advantage
- iv. Having proven expertise in the field of electrical power engineering, management and finance
- v. Not employed within the public service agencies of and are not nationals of any of the Shareholders but preferably within the African Continent
- vi. The candidate shall have high level of proficiency in English.
- vii. Demonstrated knowledge of power company management.
- viii. Strong interpersonal, communication (oral and written), and people skills.
- ix. Credible as a resource to engage with members' governing bodies and; expected to be visible and proactively engaged.
- x. Knowledge of the legislative and regulatory process with the capability to influence in such circles.
- xi. A thorough understanding of challenges plan for the organization.
- xii. Budget and cost-conscious.
- xiii. Able to consistently communicate with members.
- xiv. Broad range of field experiences, preferably in hydropower or related power projects

## **6. Eligible benefits**

For all Board sittings, the Independent Board Members receive sitting allowance. In addition, all related travel costs (air tickets in economy class, ground transport, accommodation and upkeeping) will be covered by the Company.

## **7. Time Frame**

The Independent Board Members will be engaged from February 2023. They shall each serve on the Board for a term of two (2) years and shall each be eligible for reappointment for only one (1) additional two (2) years term.

## **8. How to Apply**

Interested Applicants should apply by submitting:

- i. A cover letter with statement on applicant's interest in the given assignment and suitability based on the given ToR
- ii. Curriculum Vitae (CV) (Recommended CV Format including date of birth and nationality Attached)
- iii. An affidavit of good health –Format attached
- iv. Copies of academic and professional certificates

Deadline for submission is on **11<sup>th</sup> February 2023 at 05:00 hours Rwanda time** through the email: [nelcvacancy@nilebasin.org](mailto:nelcvacancy@nilebasin.org) with copy to [jngurinzira@nilebasin.org](mailto:jngurinzira@nilebasin.org); [aoduor@nilebasin.org](mailto:aoduor@nilebasin.org); [ntarek@rusumorpcl.com](mailto:ntarek@rusumorpcl.com)

All applications must be delivered via e-mail to the addresses above. While we thank you for your interest, only shortlisted candidates will be contacted.