

Upper Tana-Nairobi Water Fund Trust

Transition Plan 2021: White Paper no. 3¹.
March 04, 2021

Title: Terms of Reference for the Transition Committee of the Trust

Service Duration: January 2021 – September 2021
Workstation: TNC Africa Regional Office

Background

There is consensus from both the Upper Tana-Nairobi Water Fund (UTNWF) Trust leadership, led by the Board of Trustees (BOT) and The Nature Conservancy (TNC), who have been implementing UTNWF as a project, that UTNWF Trust is ready to transition to the maturity stage of development. The UTNWF Trust was launched in March 2015 and incorporated as a charitable trust in November 2017. The Trust has a fully functional Board of Trustees, with ten Trustees, a Board of Management (BOM) with nine members, and a Counties Advisory Committee (CAC) comprising eleven members. The Trust also has a staff of five full-time employees, five government seconded staff and fifteen youth working on short-term contracts. The Trust further engages three NGOs to lead frontline conservation work. These are CARITAS, SACDEP and NDEKA, all of whom engage professional staff on an as-needed basis.

The Trust has provided conservation investments worth at least one million USD annually, in line with their 2015 Business Case 2.0. So far, the Trust has been able to reach an estimated 28,759 farmers occupying most of the highly erodible and degraded parts of Upper Tana. These farmers are now growing over 2.8 million trees, have developed over 10,000 farm water pans and are practising numerous sustainable land management technologies. There is a significant number of successful case stories and testimonies from the beneficiaries and the number keeps growing by the day.

Rationale for Establishing the Transition Committee

Both TNC and the BOT appreciate that there are various leadership, consultative and oversight roles to be played that would need dedicated capacity beyond what either institution will be able to offer. Since these roles will need to be guided and executed in coordination with both organizations, a Transition Committee was established, with nominees elected from both organizations. They would serve for the duration of the Trust transition process, up to the point that it is fully established and operating independently.

The Transition Committee will include the Interim Executive Director in order to have a decisive vote.

¹ White Paper no. 1 was presented to TNC ALT proposing full transition of the Trust and was approved in October 2020. White Paper no. 2 was submitted to the BOT, recommending the appointment of an Interim Executive Director for the Trust.

Composition of the Transition Committee

UTNWF Trust BOT Representatives	The Nature Conservancy Representatives
<ol style="list-style-type: none">1. Emmanuel Rurema2. Munira Bashir3. Interim Executive Director	<ol style="list-style-type: none">1. Jacqueline Dudley2. Fred Kihara

Terms of Reference for the Transition Committee

The Transition Committee will be responsible for undertaking the following tasks

1. Convene bi-weekly meetings to make decisions and guide the engagement and coordination of CODA fellows and consultants engaged to help the Trust
2. Share key documents (TORs, etc) with the BOT and TNC for any additional guidance
3. A one-week period (5 working days) for feedback will be given after key documents are shared. If no feedback is received after the one-week period, the Transition Committee will proceed to confirm
4. Ensure smooth transitioning of the UTNWF Trust from a project hosted by TNC to an independently functioning institution
5. Oversee the smooth transitioning of staff currently employed by TNC who are desirous of working for UTNWF Trust
6. Offer necessary oversight needed in the identification and acquisition of office space required for the establishment of the Trust
7. Mediate between TNC and the Trust in assets and stores sharing
8. Provide necessary guidance and regular briefing to the BOT on the transition process - monthly briefings are recommended
9. Mobilize required capacity from existing BOT and BOM boards, as well as CAC, to ensure timely execution of tasks and sharing of roles
10. Ensure equity and fairness is employed throughout the process of establishing the Trust
11. Induct the Interim Executive Director once hired by the Trust
12. Communicate important decisions taken to the Board of Trustees for ratification and inform TNC on matters and decisions that involve the organization
13. Exercise the right to co-opt external expertise e.g. TNC staff where their counsel or advice may be needed to inform discussion or decisions
14. Offer regular progress updates to the appointing institutions on a quarterly basis

End.