

TERMS OF REFERENCE BOARD EVALUATION

1. Introduction

Financial Sector Deepening Africa (“FSD Africa”) wishes to appoint a Consultant (“the Provider”) to lead a Board evaluation exercise for the FSD Africa Board of Directors (“the Services”).

2. Background

FSD Africa was established in 2012 and is supported by UK aid with the aim of working to build and strengthen financial markets across sub-Saharan Africa so as to reduce poverty by addressing the structural underlying causes of poverty and improving how financial market systems function.

FSD Africa is governed by a Board of Directors comprising eight directors. The Board is supported by a Company Secretary and has set up four Board Committees. As defined in FSD Africa’s governance policies and procedures, an evaluation is required to ensure that the Board is conforming and operating effectively.

3. Objectives and Scope

The Provider will review existing governance and Board documentation to establish the role and expectations of the Board. The Provider will also engage with Board directors to establish their views on a number of governance processes and Board dynamics. The objectives are to ensure that FSD Africa’s governance procedures follow best practice, to ascertain whether the Board feels properly informed, engaged, satisfied with its team dynamics, and to make recommendations that might enhance the Board’s effectiveness.

The Provider will present a written report on the overall fitness-for-purpose of the Board, with recommendations to enhance its efficacy and structure where applicable.

The Provider will work closely with FSD Africa’s Company Secretary who will make introductions where necessary and provide requisite documentation and support for the Services.

Proposed Work Schedule:

The Provider will include the following in a proposed work schedule:

d) Inception

- i) Develop a detailed proposed methodology and a work implementation plan

e) Review of Existing Documents and Records

f) Consultative Meetings

- i) The Provider will be required to hold a consensus-building meeting (virtual) with the Chairman of the Board and the Company Secretary
- ii) Discuss engagement procedures (define role of Board and that of the Provider)
- iii) Agree on the plan of action indicating the activities to be undertaken towards the evaluation of the Board.
- iv) Define the Board and FSD Africa directors’ roles in the evaluation process.

g) Collection of Primary Data and Data Analysis and Interpretation

- i) The Provider to determine the best approaches to collect the relevant primary data, carry out the data analysis and interpretation of the same.
- ii) Data analysis will involve extraction of meaningful information from raw data. The analysis will be guided by the terms of reference.

4. Outcomes and deliverables

The desired outcome from the Services is to have a responsive, efficient and effective Board. Where shortfalls are identified, recommendations for improvement can be acted upon to ensure best governance practices are followed, with the Board fully aligned with FSD Africa’s strategic direction.

Deliverables:

- a) Draft Report of the evaluation exercise incorporating directors’ feedback;
- b) The Provider’s independent evaluation;
- c) Findings and recommendations for improvement;
- d) Final report.

5. Invitation to Tender

FSD Africa is inviting tenders from suitably qualified consultancy firms.

Your proposal should contain:

- CVs (maximum 3 sides of A4 paper each) of key individuals, tailored to the assignment
- Outline of team structure, including roles and responsibilities of team members
- A summary of your relevant experience for the assignment
- A short description of your understanding of the role of the Consultant and the approach to be used as outlined in these Terms of Reference
- An itemised budget for both professional fees and reimbursable expenses where applicable (including fee rates, number of days and a breakdown of expenses).

6. Basis of Award

FSD Africa will award a contract using most economically advantageous tender approach, based on the following criteria:

Mandatory requirements
At least 7 years’ experience and expertise in corporate governance and in appraisals and evaluation of Boards
Strong interpersonal skills; results-oriented and -focused; ability to interact with senior executives; can work within tight deadlines
Ability to communicate well in written and oral form in English

Assessment criteria	Weighting (%)
Relevant, demonstrated experience and capacity of firm in this area; bidders should provide at least three references.	20
Team composition and experience; demonstrated expertise of key individuals to be involved in this project	20
Content, quality and completeness of the proposal; methodology and detailed work-plan	30
Fee basis and total costs. There should be a clear breakdown of the costs. Financial proposal will be scored using the formula; $FS = 30\% \times LB/BP$ where: FS is the financial score LB is the lowest bid quoted BP is the bid of the proposal under consideration.	30
Fee quoted must be inclusive of applicable withholding tax	
Total	100

7. Timing

You are requested to submit your proposal to FSD Africa before 5pm on Friday 2 October 2020. **Your proposal, which should not exceed 6 pages (excluding annexures).** The Services are expected to take place during the course of October and November with written reports presented no later than 30th November 2020.

8. Contact

Questions or comments in respect of these terms of reference should be forwarded on or before Friday 25 September 2020 through the email address bids@fsdafrica.org. Responses will subsequently be circulated to all bidders on or before 29 September 2020.

9. Applicable Taxes

As per Kenya's tax law, FSD Africa will pay the Provider after withholding the appropriate taxes at the applicable rate between Kenya and the Provider's country of tax residence, considering any tax treaties in force. It is the responsibility of the Provider to keep themselves apprised of these applicable taxes.

The table below provides some guidance on applicable rates as per current tax treaties:

Country	WHT Rate
Kenya	5%
United Kingdom	12.5%
Canada	15%
Germany	15%
Zambia	15%
India	10%
Non-resident rate for citizens of EAC member countries	15%
All other countries	20%

Date: 17 September 2020