

TERMS OF REFERENCE

CALL FOR PROPOSALS: ETHICS AND COMPLIANCE DEVELOPMENT PROGRAMME

1. Introduction

FSD Africa wishes to contract a consultant/firm (the “Consultant”) to support FSD Africa’s HR & Talent Management and Risk & Compliance function to provide an Ethics and Compliance learning programme.

The goal of this assignment is to provide fundamental skills on Ethics and Compliance within FSD Africa as aligned to our policies and procedures.

The Consultant will work with the HR & Talent Management pillar- Learning and Development Manager & Head of Risk & Compliance to develop and deliver a robust development plan for this programme in collaboration with the HR Director.

2. Background

2.1 About FSD Africa

[FSD Africa](#) is a specialist development agency making finance work for Africa’s future. Headquartered in Nairobi, FSD Africa’s team of financial sector experts work alongside governments, business leaders, regulators and policy makers to design and build ambitious programmes that make financial markets work better for everyone. Established in 2012, FSD Africa is incorporated as a non-profit company limited by guarantee in Kenya. It is funded by UK aid from the UK government.

3. Objectives and Scope

3.1 Objectives

Workplace ethics are fundamental in all organisations to mitigate against risks. Ethics guide the set of moral principles, values and standards that both employees and employers follow in the workplace. At its core, ethics in the workplace form the moral code, principles and values that guide employees concerning what is right and wrong conduct.

Aligned to our internal policies such as Code of Conduct, Whistleblowing, Conflict of Interest etc, we are seeking to roll out an all-rounded ethics learning programme that addresses the value of good ethics, fraud awareness, transparency, fairness, confidentiality and compliance. This learning programme will empower employees to recognise and handle ethical challenges with confidence and integrity, strengthening the ethical culture of the organisation.

3.2 Scope

The assignment will cover the following areas.

- Develop and design an all-rounded understanding of ethics and ethical conduct aligned to the organisational code of conduct and best practices. This programme should include, but not be limited to:
 - a. Understanding of ethics, specifically ethical dilemmas e.g procurement ethics, conflicts of interest, etc

- b. Gaining understanding of fraud awareness, identification and providing strategies on mitigation of fraud risk, whistleblowing, anti-corruption and bribery prevention measures, legal & regulatory compliance and compliance using practical situational experiential learning approaches.
- c. Social responsibility e.g promoting ethical labour practices, avoiding forced labour, encouraging fair wages and ethical sourcing.
- The vendor should provide a clear customisation approach and methodology to understand the organisation's policies and conduct a detailed learning needs assessment. This should aid supporting the programme design and execution plan adopting key adult learning principles in its approach.
- The programme design must incorporate a clear implementation plan with key timelines, actions, and methodological approaches for consideration. This is inclusive of the below but not limited to:
 - Blended learning approach adopting 70:20:10 model
 - Virtual/face to face sessions
 - Practical case studies to guide the learning
 - Online e-learning content or video conferencing options
 - Reading content incorporating different learning styles
 - Collaborative social learning platforms and networking platforms
 - Post action plans
- Programme Materials: The provider must develop curriculum to meet the defined learning outcomes in terms of knowledge, skills, and attitude. The curriculum should define methodologies, instructional strategies and activity plans that will best meet identified learning outcomes.
- Programme Evaluation: A clear description of post evaluation analysis must be demonstrated, adopting various post evaluation philosophies. This should demonstrate:
 - Reaction
 - Learning
 - Behavior

4. Deliverables

- Conduct a skills audit/learning needs gap, this should be provided as a draft proposal on the approach.
- Provide a detailed workplan to meet the needs identified, explaining the methodology and how the learning will be achieved.
- Design a learning programme that will adopt the key proposed methodologies to implement the learning.
- Provide a report on the noted learning and opportunities for FSD Africa to improve compliance and any post action follow up.
- Develop leadership development curriculum for participants:
- Develop learning materials for the participant including learning materials for the participants in a workbook/manual form containing important topics/tools.
- Develop a learning evaluation summary in a detailed report adopting learning evaluation disciplines.
- Deliver engaging content that will be digitalised on our e-learning (Emodule Scrom enabled) or provide content for subsequent digitalisation post implementation.

No	Deliverable	Timeframe
1	Initial briefing / engagement Review of the background documents, create a learning needs assessment aligned to the organisation's competency framework. Provide a detailed Plan of Activities submitted to and approved by FSD Africa.	2 working days from the contract signing
2	Relevant project material reviewed. Draft report The feedback / comments received from FSD Africa incorporated into final drafts. Upon approval, final drafts of deliverables	10 working days from the contract signing
3	The final report covering the whole assignment followed with all the relevant Annexes provided to FSD Africa.	10 working days from close of the deliverables.

5. Reporting and coordination

Consultant will report to the Director, HR & Talent Management and Learning and Development Manager.

6. Timeframe

The consultant will provide this service over a period of three months.

7. Invitation to Submit Proposal

FSD Africa are inviting proposals from suitably qualified 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- At least 10 years of related experience in delivering similar services/training in Donor/International development space
- A description of how you intend to fulfil the Services within the suggested timeline and confirmation of your ability to meet the timelines.
- An itemised budget for both professional fees and reimbursable expenses, including fee rates, number of days and a breakdown of expenses - template below;

Your proposal, which should not exceed 10 pages (excluding annexures), should be sent by email to FSD Africa at bids@fsdafrica.org on **12PM EAT 14 November 2024**.

8. Basis of award

FSD Africa will award a contract to the consultant based on the following criteria:

Mandatory requirements

- Demonstrate a portfolio of experience aligned to the scope of the TOR
- Demonstrate learning and development efficacy and impactful learning
- A description of how you intend to fulfil the Services within the suggested timeline and confirmation of your ability to meet the timelines.

Assessment criteria	Weighting (%)
Relevant, demonstrated experience and capacity of individuals in this area:	20%
Understanding/interpretation of the task set out in the TORs	30%
Content, quality, and originality of proposal	20%
Fee basis and total costs FS = 30% x LB/BP where: FS = is the financial score LB = is the lowest bid quoted BP= is the bid of the proposal under consideration. The lowest bid quoted will be allocated the maximum score of 30%. Fee quoted must be inclusive of applicable withholding tax	30%
Total	100

9. Contact

Questions or comments in respect of these terms of reference should be directed by email to: bids@fsdafrica.org on or before **12PM EAT 06 November 2024** and feedback will be provided on **08 November 2024**.

10. Applicable Taxes

As per Kenya's tax law, FSD Africa will pay the Consultant after withholding the appropriate taxes at the applicable rate between Kenya and the Consultant's country of tax residence, considering any tax treaties in force. It is the responsibility of the Consultant to keep themselves apprised of these applicable taxes. The below table however provides guidance on the applicable rates as per tax regimes.

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

Annex 1: Proposed Fee Schedule

Costs should be shown separately in the format set out below. Fees proposed by tenderers should be inclusive of all taxes

Consultancy fees*	Days	Fee USD/GBP	Total USD/GBP
xx			
xx			
Total remuneration			0.00
Reimbursement costs**	Unit	Cost USD/GBP	Total USD/GBP
xx			
xx			
Total reimbursement cost			0.00
Total proposed costs			0.00
<i>*Fees incl of all taxes</i>			
<i>**Expenses to be reimbursed on actual costs as per FSD Africa's travel policy</i>			