

TEMPLATE

MA GOVERNANCE STRENGTHENING INITIATIVE

Terms of Reference

Phase 1 – Diagnosis & Recommendations

A. Background

Vanuatu Family Health Association (VFHA) wishes to undertake governance reform process with the support of IPPF Global Initiative for Strengthening its governance. The Association was established in Port Vila, on the 30th of April 191 as a charitable non for profit association. Operates three clinics on three islands which includes Tanna, Santo and Efate Island (Port Vila). It has 24 staff with a number of 10 Board members. Vanuatu Family Health Association is the leading NGO delivering FP & SRH services in the country in partnership with the Health Department.

Vanuatu Family Health Association had gone through an organizational review from mid-2020 to early 2020. The mentioned review included the programs, services, clinical operation, staffing and organizational structure including changes to policies. The last part of the review will be to reform its governance system to ensure effective support to the association.

The initiative will be composed of two phases:

1. **The analytical phase** will involve an in-depth analysis of the VFHA existing governance structures, systems, processes and its effectiveness against set criteria, including the effectiveness of governance oversight, the cost of governance and other factors.
2. **The developmental phase** will involve support tailored to the specific needs of the VFHA as determined by the phase one analysis.

In this context, VFHA is looking for a consultant with demonstrated expertise on Civil Society Organisation (CSO) governance and experience in governance analysis and strengthening to undertake the analytical phase of the project.

B. Objectives of the consultancy

- To analyse the Vanuatu Family Health Association's (VFHA) governance structures, systems and processes against international governance best practices, evaluating their cost-effectiveness, and the fulfilment of their governance roles including but not limited to setting the strategic direction, approving policy frameworks, managing risks, mobilising resources and overseeing the financial situation of the organization.
- To provide recommendations and an action plan to improve the VFHA governance.

C. Scope of Work

- Conduct a thorough diagnosis of the governance of the MA through a SWOT analysis or using similar tools, appreciative inquiry analysis (learning from what works well and exploring how to scale up MA own good practice at the different levels)

- Analysis of the different roles and responsibilities (including communication flow) – between governance and management as well as among Governing Body organs; this could include:
 - The official and formal roles and relationships within the MA but also
 - All informal roles and practices that play a key role in the governance dynamics
- If applicable, analysis of the national and branch governance structures, systems and processes and their functions and relevance.
- Review of the MA constitution/regulations/statutes/byelaws/meeting minutes etc.
- Analysis of Board selection/recruitment/appointment/election/evaluation process and challenges related to the appointment of the relevant profiles or “talents” – making the MA responsive to the needs of its beneficiaries and anticipating future trends.
- Analysis of good governance practices including governance models relevant for similar governance dynamics in comparison with global and national good practises.
- Consultation with key stake holders within the MA governance, management, volunteers and staff, IPPF, partners and donors.
- Propose governance structure, systems and processes that fits the purpose and mandate of the MA.

D. Expected results (deliverables)

- A detailed report with findings and recommendations that captures the main features of the governance review, contains analysis of specific findings, presents comparative studies from other similar structures etc.
- A clear proposal for improved and agile MA governance structure including the proposed changes required in the constitution/regulations.
- An action plan developed for implementation of the governance reforms in consultation with the MA.
- Revised report and action plan submitted based on inputs and suggestion from the MA and/or IPPF Support Team.

E. Assignment Timeline:

This assignment (Phase 1) is expected to be carried out in eight weeks since the start of the contract.

F. Communication and Monitoring

Communication and monitoring during the assignment includes the following:

- Regular updates including calls with the Coordination Committee.

- Presentation to and discussion of draft results with Coordination Committee.
- Review of the draft report by the Coordination Committee and consolidation/finalisation of the report by the consultant.
- Participation on round table meetings virtually.
- Presentation to VFHA Board/Governing Body and management for review and decision.

G. Required Qualifications and Expertise:

The consultant or agency should have the following qualifications:

- Minimum bachelor's degree in social/political sciences, organizational development, economics, business administration, and relevant proven experience working directly with Boards or consulting for governance reform, combined with at least 7 years of experience.
- Desired Master's degree in public policy, governance, Organizational development, public administration, development studies, international development or any other related field of study.
- Expertise and experience in the area of governance and governance strengthening matching international good practice.
- Experience with not-for-profit sector and preferably in the field of sexual and reproductive health.
- Knowledge in statutory regulations and compliances for civil society organisations in the country will be added advantage.
- If possible bilingual English/and other IPPF official languages in order to produce the reports in IPPF languages.

H. Criteria for Selection

The criteria for technical and financial evaluation are as follows:

- Scope and appropriateness of services proposed; clear understanding by the applicant of work to be performed.
- Prior experience of working on similar assignments in the field of organization development or governance assessments.
- Experience of working with CSOs/NGOs.
- Prior experience or familiarity with IPPF and exposure to the IPPF Member Associations in the past is an added advantage.

The evaluation of the proposal will be based on Combined Scoring method – where the technical evaluation is given 70% weightage and financial offer will be given 30% weightage.

I. Contents of the proposal

The proposal should include the following components:

- a. Cover letter with introduction of agency/individual (Maximum 1 page)
- b. Proposed approach, methodology and a project plan with timelines.
- c. Description experience in undertaking similar assignment especially in field of governance and organization development.
- d. Two references or appreciation letters from agencies to whom the consultant/agency has provided services described in this ToR.
- e. CV/CVs of the proposed team member/s /individual/s to be involved in this assignment/review.
- f. Budget Break Up: The financial proposal should show detailed breakdown of costs professional fee and other expenses. The cost estimates should be in local currency and US\$.