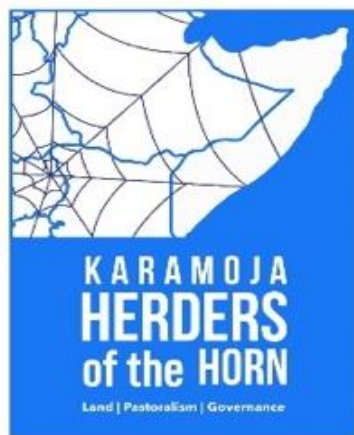




Training the Board of Directors for Karamoja Herders of the Horn (KHH)

Terms of Reference and Call for Proposals

1. Background and rationale

The Advocates Coalition for Development and Environment (ACODE) and Karamoja Herders of the Horn (KHH), with support from the Embassies of Denmark, Ireland, the Netherlands, and Sweden under PACER, are implementing the project titled “Strengthening Civic Engagement, Voice, Service Delivery, and Climate Justice for Improved Accountability in Uganda (Karamoja Sub-region).” The programme partnership supports civic engagement, voice, service delivery, climate justice, and accountability in Karamoja.

Sustaining programme results depends in part on effective governance, clear strategic direction, sound oversight, and constructive support to organisational leadership. KHH’s Board of Directors has an important role in safeguarding the organisation’s mission, providing strategic and fiduciary oversight, supporting executive leadership, mobilising resources, and monitoring institutional risks and compliance. Board members need a shared understanding of these responsibilities and practical skills to apply them within KHH’s governing framework.

ACODE and KHH therefore invite proposals from qualified consultants or firms to assess the Board’s learning priorities, design and deliver a participatory training programme, and support the Board to translate learning into practical governance actions. The assignment must be tailored to KHH’s constitution and governance instruments, its current strategy and organisational priorities, and its role in advancing pastoralist rights, inclusive development, peace, and resilience.

2. Purpose and objectives

The purpose of the assignment is to strengthen the Board of Directors’ capacity to govern KHH effectively and sustain results achieved under PACER and related organisational programmes.

Specific objectives

- a) Clarify the Board’s mandate, collective responsibilities, fiduciary duties, and relationship with the or Executive Director and management team, staff and other members of the KHH fraternity.
- b) Strengthen the Board’s ability to safeguard KHH’s mission, vision, values, and strategic direction.
- c) Build practical competence in strategic planning, executive leadership support and evaluation, financial oversight, resource mobilization, fundraising, advocacy, risk management, and compliance.
- d) Improve Board practice in meetings, decision-making, committee oversight, policy review, conflict-of-interest management, and follow-up of resolutions.
- e) Enable the Board to identify its own development priorities and prepare a practical Board action plan for the next 12 to 24 months.

3. Scope of work

The consultant will work with ACODE and KHH to complete the tasks below. The detailed sequence and training design will be agreed at inception.

- a) Hold an inception meeting with ACODE and KHH to agree on the assignment approach, work plan, participants, available governance documents, logistics, and review arrangements.
- b) Review KHH's constitution, Board charter or terms of reference, strategic plan, organisational policies, recent Board records where available, risk and audit materials, and relevant PACER documents.
- c) Conduct a focused learning needs assessment, including a confidential Board self-assessment or structured consultations with Directors, the Board Chair, Board Secretary, and Executive Director as appropriate.
- d) Prepare a context-specific curriculum, facilitator guide, participant materials, case exercises, and pre- and post-training assessment tools.
- e) Deliver an interactive Board training programme using KHH-specific scenarios, governance documents, and practical exercises rather than a lecture-only format.
- f) Facilitate development of a Board action plan with priority actions, responsible persons or committees, indicative timelines, and monitoring arrangements.
- g) Submit a training report that records participation, learning outcomes, participant feedback, agreed actions, and recommendations for continued Board development.

4. Learning areas and minimum content

A. Governance foundations and Board effectiveness

- a) The Board's legal and constitutional mandate, fiduciary duties, collective accountability, and individual responsibilities, as set out in KHH's governing documents and applicable requirements.
- b) The distinction between governance and management, including appropriate delegation, oversight, accountability, and communication with the Executive Director.
- c) Board composition, role clarity, induction, committee structures, meeting preparation, agendas, minutes, decision-making, conflicts of interest, and follow-up of resolutions.
- d) Ethical leadership, transparency, accountability to members and communities, safeguarding, confidentiality, and management of sensitive information.
- e) Board self-assessment, succession and continuity planning, and practical approaches to ongoing governance learning.

B. Mission and vision oversight

- a) Safeguarding KHH's long-term vision, mission, core values, and organisational identity.
- b) Testing whether programmes, partnerships, funding opportunities, public positions, and organisational decisions remain aligned with KHH's mandate and values.
- c) Using the mission and vision to guide strategic choices, assess trade-offs, manage mission drift, and communicate organisational purpose to stakeholders.

C. Strategic planning and performance oversight

- a) Working with senior leadership to develop, approve, and periodically review long-term strategic plans and programmatic goals.
- b) Translating strategic priorities into measurable outcomes, annual plans, budgets, and a small number of useful performance indicators.
- c) Monitoring implementation, reviewing evidence and risks, asking strategic questions, and making timely adjustments while respecting management responsibilities.

D. Executive leadership support and evaluation

- a) The Board's role in appointing, supporting, setting appropriate compensation for, and annually evaluating the Executive Director, subject to KHH's governing instruments and applicable requirements.
- b) Setting clear executive performance expectations linked to the strategy, agreeing an annual performance review process, and documenting feedback and decisions fairly.

- c) Maintaining a constructive working relationship with the executive while preserving independent oversight, clear accountability, and appropriate boundaries.
- d) Considering leadership continuity, succession planning, executive wellbeing, and how the Board responds to performance concerns.

E. Financial oversight and sustainability

- a) Reviewing and approving the annual budget and monitoring financial performance against approved plans.
- b) Interpreting financial statements, balance sheets, cash-flow information, audit findings, management letters, and key financial indicators.
- c) Overseeing internal controls, financial risk, reserves or liquidity where applicable, and timely corrective action on audit recommendations.
- d) Mandating or commissioning independent annual audits in accordance with KHH's governing documents, donor agreements, and applicable requirements.
- e) Considering financial sustainability, funding concentration, cost recovery, and the long-term financial implications of strategic decisions.

F. Resource mobilization and advocacy

- a) The Board's collective and individual contribution to securing adequate financial and human resources for KHH.
- b) Supporting resource mobilisation and fundraising without making commitments or representations beyond the Board's authority.
- c) Acting as informed public ambassadors for KHH, communicating its work and results accurately, and using Board networks responsibly.
- d) Ensuring fundraising, partnerships, and public advocacy align with KHH's mission, community accountability, independence, and ethical standards.

G. Risk management and compliance

- a) Identifying and monitoring strategic, financial, operational, safeguarding, security, digital, reputational, and programme risks.
- b) Overseeing risk registers, mitigation measures, incident escalation, crisis preparedness, and organisational learning from adverse events.
- c) Monitoring compliance with statutory and regulatory obligations relevant to KHH's legal status, including required filings, annual returns, tax matters, and NGO or other registries where applicable.
- d) Protecting organisational reputation, ensuring ethical conduct, and monitoring compliance with donor agreements and internal policies.

5. Training methodology and participation

The methodology must be participatory, practical, and appropriate for adult learners serving in a governance role. It should draw on Directors' experience, surface shared questions, and enable the Board to practise oversight decisions using realistic KHH scenarios.

- a) Use a brief needs assessment and Board self-assessment to tailor the agenda to Directors' experience and the Board's current governance priorities.
- b) Combine concise presentations with facilitated discussion, case studies, group exercises, simulations, document review, peer exchange, and individual reflection.
- c) Use KHH's governing documents, strategy, budget, reports, and policies as learning materials, subject to access and confidentiality arrangements.
- d) Include practical scenarios on mission alignment, strategic oversight, ED performance review, budget approval, audit findings, resource mobilisation, and risk or compliance decisions.
- e) Ensure the training clearly distinguishes Board oversight from day-to-day executive management and respects the authority set out in KHH's governing instruments.

- f) Facilitate a closing session where Directors agree priority actions, owners, timelines, and a process for monitoring progress.
- g) Use an accessible and inclusive approach that enables all Directors to contribute and provides materials in advance where practicable.
- h) Assess learning through a baseline and endline exercise, practical case responses, participant feedback, and review of the Board action plan.

6. Deliverables and indicative schedule

Deliverable	Minimum content	Indicative deadline
1. Inception report and Board learning assessment	Agreed work plan, document review summary, learning priorities, Board self-assessment findings, participant profile, and logistical requirements.	By working day 3
2. Curriculum and training package	Training agenda, facilitator guide, participant materials, case exercises, assessment tools, and draft Board action plan template.	By working day 6
3. Board training delivered	Facilitated training, attendance record, completed exercises, endline assessment, participant feedback, and draft Board action plan.	By working day 10
4. Final training report and Board action plan	Revised action plan with priorities, accountable roles, timelines, monitoring arrangements, learning results, and recommendations for future Board development.	By working day 15

The assignment is expected to require approximately 15 working days over four calendar weeks. The facilitated training should normally comprise three days, with the exact format and timing agreed with ACODE and KHH. The consultant may propose an alternative duration where justified by the needs assessment. ACODE and KHH will jointly review each deliverable and provide consolidated feedback, normally within five working days. Final acceptance will be confirmed in writing by ACODE and KHH.

7. Required format and quality standards

- Submit reports and narrative materials in editable Microsoft Word format and PDF. Provide slides and tools in editable formats for future use by KHH.
- Use clear English, concise analysis, accurate references to KHH's governing documents, and accessible materials suited to Directors' roles.
- Ensure the training package is practical, reusable, and includes facilitator guidance, participant exercises, and recommended follow-up actions.
- Identify any legal or compliance content that requires confirmation by KHH against its current legal status, governing instruments, or professional advice.

8. Roles and coordination

Party	Responsibilities
A CODE as procurement entity	Issue the call, receive proposals, manage procurement and contracting on behalf of KHH, coordinate with KHH, participate in joint evaluation and

	deliverable review, consolidate feedback, and maintain the procurement record.
ACODE and KHH jointly	Evaluate proposals, agree the inception approach, provide technical direction, review deliverables, consolidate comments, and confirm acceptance in writing.
KHH as assignment owner	Appoint a focal person, facilitate access to relevant governance documents, identify participants, coordinate the Board's availability, review materials, and support follow-up of the Board action plan.
Consultant or firm	Deliver the assignment independently and on schedule, use the agreed participatory methodology, maintain confidentiality, disclose conflicts of interest, and submit complete and usable outputs.

9. Consultant qualifications and experience

The assignment may be undertaken by an individual consultant, a multidisciplinary team, or a firm. The proposed lead consultant should demonstrate the following qualifications and experience.

- A postgraduate qualification in governance, law, public administration, management, organisational development, finance, development studies, or a related field. A strong equivalent professional record may be considered.
- At least seven years of relevant experience in Board development, organisational governance, leadership development, institutional strengthening, or related advisory work.
- Demonstrated experience designing and facilitating governance training for Boards of NGOs, civil society organisations, associations, or comparable institutions.
- Strong technical knowledge of Board roles and responsibilities, strategic oversight, executive performance management, financial oversight, resource mobilisation, risk management, and organisational compliance.
- Knowledge of Uganda's civil society and governance context, including relevant statutory and regulatory obligations, with ability to distinguish general guidance from requirements that depend on KHH's legal status.
- Strong facilitation, adult-learning design, analytical, writing, and presentation skills.
- For a proposed team, identify the lead consultant and each member's role, qualifications, relevant assignments, availability, and level of effort.

10. Proposal submission requirements

Interested consultants or firms must submit separate technical and financial proposals to ACODE. Submit the technical and financial proposals to procurement@acode-u.org by October 30, 2026.

Technical proposal

- Understanding of KHH, PACER, the Board's governance role, and the purpose and scope of the assignment.
- Proposed methodology for document review, Board learning needs assessment, curriculum development, participatory training, learning assessment, and follow-up.
- A detailed work plan and level of effort aligned with the deliverables and indicative 15-working-day schedule.
- Relevant experience, including at least three comparable assignments, client references, and samples of training materials or reports where available.
- CVs of the lead consultant and proposed team members, including roles, availability, qualifications, and relevant experience.
- A brief explanation of how the approach will address inclusion, confidentiality, conflicts of interest, and respect for Board-management boundaries.
- Disclosure of any actual or potential conflict of interest.

Financial proposal

The financial proposal should state a lump-sum price in Uganda shillings, itemised by professional fees, preparation, training delivery, travel and accommodation, materials, applicable taxes, and other expenses. It should state assumptions, validity period, and proposed payment milestones. The price should cover all costs required to complete the assignment.

11. Evaluation criteria

ACODE, as procurement entity, will convene a joint evaluation with KHH. Proposals will be assessed against the criteria below and applicable procurement procedures. Technical proposals will be scored out of 80 points. A minimum score of 56 technical points is required to proceed to financial evaluation.

Technical criterion	Points
Understanding of KHH, PACER, and the assignment	10
Quality and feasibility of methodology, including participation and learning assessment	20
Work plan, sequencing, and level of effort	10
Relevant experience of the consultant or lead consultant	15
Qualifications and complementary expertise of the proposed team	10
Quality and usability of proposed training outputs and Board action plan	10
Inclusion, confidentiality, and conflict-of-interest approach	5
Technical subtotal	80
Financial proposal and value for money	20
Total	100

ACODE and KHH will jointly determine the evaluation outcome. ACODE will maintain the procurement record and communicate procurement decisions to applicants.

12. Contract management, acceptance, and payment

ACODE will manage procurement and contracting on behalf of KHH. The consultant will report to a joint ACODE–KHH assignment focal team. The Board Chair or a designated Director and KHH's Executive Director will support access to relevant materials and coordinate the Board's participation, as appropriate.

13. Confidentiality, ownership, and ethical requirements

- All documents, data, tools, and outputs produced under the assignment will be owned by KHH, subject to applicable PACER and contract terms. The consultant may not publish or share them without prior written permission from ACODE and KHH.
- The consultant must protect confidential information, use it only for this assignment, store it securely, and return or destroy copies when instructed.
- The consultant must disclose actual or potential conflicts of interest and comply with applicable anti-fraud, anti-corruption, safeguarding, confidentiality, and professional conduct requirements.
- The consultant must obtain informed consent where required and handle Board discussions, self-assessment responses, and personnel-related information sensitively.