

TERMS OF REFERENCE (TOR)

CONSULTANCY FIRM TO UNDERTAKE A LEGAL AND COMPLIANCE AUDIT SERVICE FOR *icipe*

1. Introduction

The International Centre of Insect Physiology and Ecology (*icipe*), a Pan African research institution, headquartered in Nairobi, Kenya. Established in 1970, the Centre's mission is to use insect science for sustainable development, to ensure food security and improve the overall health of communities in Africa by addressing the interlinked problems of poverty, poor health, low agricultural productivity and environmental degradation. The *icipe* Vision and Strategy 2026-2030 sets out a commitment to world-class research and innovation across human, animal, plant, and environmental health within a One Health paradigm. Through this strategy, *icipe* seeks to deliver nature-positive, affordable solutions to strengthen agri-food systems, improve global health, conserve biodiversity, and build resilience to climate change. Backed by strategic partnerships, strong capacity development and inclusive approaches, *icipe* is contributing to a sustainable bioeconomy, human capital development and improved livelihoods across Africa and beyond.

icipe seeks to engage a suitable Consultant to undertake an independent legal and compliance audit of all its policies, programs and operations. The findings and recommendations from this assessment will inform the review of its policies, restructuring of its operations and the realignment of its operations in line with the applicable laws and regulations.

2. Background

icipe is an international Research Institution established by Charter, governed by a Governing Council and headed by a Director General, who is also the Chief Executive Officer and an ex-officio member of the Governing Council. Pursuant to the mandate granted to *icipe* by the Charter, *icipe* is required to ensure a smooth, efficient and compliant operation of all its functions namely; Procurement; Finance; Human Resources and Protocol; Information, Communication and Technology (ICT); Administration; Asset Management; Security; Research; Publications; Internal Audit and Risk Management among all other functions antecedent to the fulfilment of its mandate. *icipe* is also required to comply with all applicable laws and regulations as well as policies and guidelines established to govern its operations.

A legal and compliance audit will therefore enable *icipe* to identify and minimize risks, while proposing corrective actions and possible mitigation and elimination measures. The audit will also ensure it conducts its operations in accordance with all relevant laws, regulations, guidelines, policies and best practices anchored in principles of good governance, accountability and transparency for international organizations.

3. Purpose of the Assignment

A legal and compliance audit will inform and guide *icipe* on various non-compliances as well as propose corrective actions, mitigation and elimination measures to ensure that it operates above board and in line with the relevant laws, regulations, policies and guidelines.

4. Scope and Objectives of the Assignment

The Scope of the assignment relates to a review of all relevant laws, regulations, policies, and guidelines, relating to the Centre's operations specifically on procurement; human resources and protocol; finance; information, communication and technology (ICT); asset management; security; research; publications; internal audit and risk management. The assignment also includes the submission of reports detailing the audit findings and recommendations to Management.

In addition, the Consultant shall specifically carry out a thorough audit of the Human Resources and Protocol function of the Centre paying specific attention to the review of personnel files across all employment categories within the organization (e.g., internationally recruited staff, nationally recruited staff, consultants, interns, temporary staff, etc., as applicable). The review will cover both physical and electronic HR records, including records maintained in any Human Resource Information System (HRIS).

The review shall include, but not be limited to, the following:

- **Personnel File Review:** Review employee personnel files as agreed with management and verify the presence and completeness of key documentation in line with the Employment Law and internal policies such as job descriptions, recruitment documentation (Job requisition approvals, vacancy advertisements, interview records, selection reports, Recruitment approval documentation), academic and professional qualification records relevant to specific jobs, employment contracts and amendments, performance appraisal records, and the connected promotion or salary adjustment documentation, adjustments to duty location, promotions, leave records, training and professional development records, disciplinary or grievance documentation (where applicable), and separation documentation (for separated staff).
- **Compliance Assessment:** Assess whether personnel files comply with the applicable labor laws and regulations, internal HR policies and procedures, internal governance standards, and data protection and confidentiality requirements.
- **Records Management and Filing Practices:** Review the structure and organization of personnel files (physical and/or electronic), assess the consistency of document naming, filing protocols, and record retention practices, and evaluate whether documentation is appropriately authorized, signed, and dated.
- **Internal Controls:** Assess controls governing access to personnel files, review procedures for file creation, maintenance, and updates, and identify risks related to document integrity, missing records, or unauthorized access.
- **Gap Analysis:** Identify missing documentation or inconsistencies across files, highlight systemic issues affecting HR documentation practices and identify any potential compliance risks.

The objectives of the assignment are to:

- i. Develop a comprehensive legal compliance matrix identifying all relevant laws, regulations, policies, guidelines, treaties, agreements, standards, etc. governing its
- ii. operations as an international research organization which *icipe* is required to comply with and the level of compliance with each;
- iii. Evaluate *icipe's* existing policies and document manuals that support the legal and compliance functions to assess the extent of their compliance with the legal framework;
- iv. Conduct due diligence of a sample of the *icipe's* documents, contracts, and internal correspondence and assess the extent of their compliance with the relevant legal framework;
- v. Conduct an independent review of HR/personnel files and related HR documentation systems to determine whether employee records are:
 - a. Compliant with organizational policies and applicable labor regulations
 - b. Consistent with internal HR procedures and documentation standards
 - c. Complete and properly maintained
 - d. Adequately safeguarded with appropriate access and confidentiality controls in line with data protection and confidentiality requirements.
- vi. Assess the adequacy of internal controls governing HR documentation and records management, identify gaps, risks, and provide recommendations to strengthen HR file management practices.
- vii. Identify any specific risks or areas of non-compliance in the internal and external compliance mechanisms that can give rise to potential legal risk and liability;
- viii. Prepare and submit an interim report of the legal compliance audit to *icipe*; and
- ix. Prepare and submit to *icipe* a final report of the legal compliance audit with findings and recommendations.

5. Proposed deliverables

- i. Internal inception meeting
- ii. Draft Compliance Matrix showing the relevant laws and policies, etc. and the level of compliance with respect to each.
- iii. Identification of all risks or areas of non-compliance and the tabulation of a detailed risk matrix.
- iv. Interim report on the legal and compliance audits.
- v. Final detailed report consisting of findings, corrective actions and recommendations including a compliance enhancement proposal comprising of additional policies (if any) and procedures to strengthen the existing compliance measures, as well as strategy for risk management.

6. Duration and conduct of the assignment

- i. The services will be conducted within four (4) months from the date of execution of the contract by both Parties, or that other period to be agreed between the Parties.

- ii. The Consultant shall agree with the Management on the work plan, scope and the professional input for each of the reports and the reporting period.
- iii. The Consultant shall be required to submit a priced plan and/or budget indicating deliverables in line with the scope of work.
- iv. All reports, documents and outputs prepared by the consultant for this assignment shall become the property of *icipe* and the Consultant shall have an obligation to deliver such documents accompanied by their inventory upon expiration of the consultancy.
- v. The Consultant shall report to the Director General or his designee during the entire duration of the assignment.
- vi. A detailed reporting schedule and timelines will be discussed prior to the signing of the consultancy contract.

7. Qualifications and Competencies

Consultants shall provide the following:

- i. Certificate of Registration/ Incorporation.
- ii. Company profile of the organization/firm and organisation Chart.
- iii. Valid Tax compliance certificate.
- iv. Two years audited accounts for the most recent concluded financial years.

The minimum requirements of proposed professional staff are:

a) Lead Consultant

- i. Evidence of at least five years of experience in the provision of Legal audit services.
- ii. A profile clearly indicating years of experience.
- iii. Must be a holder of a Degree in Law or a related field.
- iv. Five (5) years' experience (attach detailed CV indicating positions held, duration with firm and experience in Legal Audit services).
- v. Demonstrated experience in the design and execution of the assignment.
- vi. Provide references from institutions that he/she has worked for in the past.
- vii. Excellent written and oral communication skills.

b) Other Key Consultants

- i. Prior experience working on similar assignments.
- ii. Demonstrated experience in coordination and conduct of similar assignments.
- iii. University Degree in Law, finance and accounting, business management or any related field (attach detailed current signed CVs).
- iv. Experience in Legal Audit services. Sections of experience in the attached CVs must indicate project details, duration of engagement, tasks undertaken and achievements.

c) Other Requirements

- i. A confirmation that the team will be available throughout the duration of the assignment.
- ii. Copy of the CR12 form from the Registrar of Companies on the Registrar's Letterhead, giving the list of directors (for companies).
- iii. At least 3 reference letters from organisations where similar assignment was undertaken.

8. Methodology

The Consultant may adopt but not be limited to the following methodologies to deliver the objectives of the assignment.

- i. Desk review of existing laws and documentation.
- ii. Formal and informal interviews.
- iii. Structured and unstructured questionnaires.

9. Proposal Grading Approach:

- Clear understanding of the assignment (30%)
- Firm/consultant experience (30%)
- Qualifications of the key personnel (10%)
- Competitive pricing and value for money (30%)

10. How to apply

If you meet the criteria above and are interested in this opportunity, please visit the link below for more details on the application guidelines and bid submission deadline.

URL: <https://www.icipe.org/whistleblowing-legal-compliance-audit>

Legal and Compliance Audit Services with detailed particulars of the following:

- a) Technical proposal (max 5 pages) outlining:
 - i. Understanding of the assignment
 - ii. Methodology and tools to be used
 - iii. List of the Proposed team
 - iv. Work plan with clear delivery timelines
 - v. CVs of key personnel
- b) Financial proposal in - a competitive fee quote (US\$) with a clear breakdown of each cost and any chargeable taxes and a proposed payment schedule.