**SCHEDULE ONE**

 

**TERMS OF REFERENCE**

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| **Title** | **Developing Governance Manual**  |
| **Ref. No** | MAC/ARM/GM |
| **Duration** | 155 days |
| **Period**  | 21th November 2017 to 20th April 2018 |
| **Location** | Home-based |
| **Consultant** | S. Prema Kumari A/P A. S. Nair |
| **Beneficiary** | Malaysian AIDS Council (MAC) |

**Background**

The Malaysian AIDS Council (MAC) was established in 1992 to serve as an umbrella organisation to support and coordinate the efforts of non-governmental organisations (NGOs) working on HIV and AIDS issues in Malaysia. MAC works in close partnership with government agencies, the private sector and international organisations, to ensure a committed and effective NGO-led response to the HIV epidemic. In addition to providing nationwide coverage of HIV prevention, treatment, care and support services, MAC and its Partner Organisations serve as the common voice for communities most affected by HIV and AIDS in the country.

Apart from the current loose collection of governance documents developed on an ad hoc basis as need arose, MAC does not have a single comprehensive governance manual. As MAC had evolved as a premier Principal Recipient in Malaysia to, both internal and external funders for HIV/AIDS projects, the need for a comprehensive governance manual is of utmost importance. In fact, external funders who had conducted institutional assessment on MAC have already highlighted the need for a governance manual.

**Purpose of Consultancy**

The purpose of the consultancyis to conduct an assessment on current governance related documents including policies, procedures, guidelines etc., review the existing documents and develop appropriate governance related documents, where necessary, to ensure a comprehensive manual is available for proper implementation. This assessment will also showcase the effectiveness of the existing governance system and identify gaps for improvement through key informant interviews, focus group discussions and other methods will identify clear gaps and concerns of Head of Departments and EXCO members in the current governance policy and system.

**Scope & Tasks**

1. The consultancy entails in-depth research, review of documents, coordinate and focus group discussions prior to developing the governance manual. The Consultant will work closely with relevant partners, in particular the Malaysian AIDS Council to garner relevant information for the manual and ensure a cross section governance manual is available for implementation and proper controls and governance are in place.
2. The manual should include but not restricted to the following themes:

Governance Policy Manual Framework:

1. Organisational Background

a) Brief history of MAC

b) Vision and mission statements

c) Organisation structure

d) Overview & brief description of programmes and services

The above will be provided by the respective head of departments and reviewed by the consultant for further enhancement of the documents. The consultant will provide the necessary feedback to the respective heads who will then, where appropriate, do the necessary changes and amendments to ensure the documents are comprehensive and easily understood for effective implementation.

1. To **Develop** the EXCO’s Governance Responsibilities & Functions in close consultation with the relevant persons in MAC, under the following topics:
2. Constitutions, by-laws and policies & EXCO’s responsibility to ensure compliance by EXCO & Sub Committees.
3. EXCO Structure.
4. EXCO Governance roles & responsibilities and level of authority.
5. Job descriptions of EXCO members and Office Bearers (e.g. Chairman, Honorary Secretary, Honorary Treasurer, Ordinary Committee Member etc.)
6. Term limits of EXCO members and Office Bearers
7. EXCO meeting quorum and minimum expected attendance
8. EXCO Committees and their terms of reference, terms of service, meeting quorums
9. Conflict of interest policies governing EXCO members and Sub Committee members
10. Guidelines or policies for recruitment, orientation, training & development and renewal of EXCO & Sub Committee members
11. Guidelines or policies for evaluating EXCO (EXCO Self-assessment) & Sub Committee members, if applicable EXCO & Committee Meetings
12. EXCO meeting schedules
13. Sub Committee meeting schedules
14. List of all current EXCO members with addresses, phone and fax numbers, e-mail addresses, and business or other affiliation.

4. To **Review** the Strategic Organisation & Programme Planning & Monitoring – Programme Manual under the following topics and provide the necessary input and feedback for further improvement, if needed:

a) Organisation & programme planning process and plans

b) Organisation & programme evaluation system

c) Onward Granting policies and procedure.

**The consultant to develop the following:**

d) Selection process of Technical Review Panel. (Who are the TRP members?)

5. To **Review** the Human Resources – Employee Handbook under the following topics and provide the necessary input and feedback for further improvement, if needed:

a) Overview of guidelines and policies for Executive Director

b) Overview of guidelines and policies for paid staff

c) Overview of guidelines and policies for volunteers

d) Code of Conduct & Conflict of interest policies governing staff &

 volunteers (other than EXCO & Committee members)

6. To **Review** the Financial Controls & Accountability – Financial Manual under the following topics and provide the necessary input and feedback for further improvement, if needed:

a) Budget guidelines for secretariat and programmes’ needs

b) Financial statements

c) Internal control systems

d) Company approved auditors

e) Internal auditors

7. To **Review** the Resource Mobilisation Manual under the following topics and provide the necessary input and feedback for further improvement, if needed:

a) Overall fund-raising strategies

b) Types of donors and sponsors (including listing if applicable)

c) Fund-raising reports

d) Guide on Fund-raising practices

8. To **Review** the Public Relations & Corporate Communication Manual under the following topics and provide the necessary input and feedback for further improvement, if needed:

a) Guidelines or policies for releasing information about the organisation

 to the media, the stakeholders and the public

b) Policies for communicating and receiving information and for

 responding to public’s request for information

c) Branding guidelines and public relations strategies to ensure positive

 image of organisation

**The consultant to develop the following:**

d) Guidelines on the appointment of official spokesperson for all forms of social media

9. To review the Risk Management Manual under the following topics and provide the necessary input and feedback for further improvement, if needed.

 a) Risk Management Policy

 b) Risk Register

The consultant will be under the supervision and overall guidance of the Malaysian AIDS Council, Executive Director and in close collaboration with the OSD Director and Audit & Risk Manager. The consultant will perform the following:

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| A**ctivity or task** | **Start Date** | **End date** | **Consultancy Days** |
| * 1. **Sub-Manual A - To develop the governance manual for EXCO’s Roles and Responsibilities**
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| 1. Desk review of key documents on the existing governance system for EXCO Roles and Responsibilities. This is inclusive of primary and secondary research and discussions and consultation.
 |  |  | 20 man-days |
| 1. Conduct Face to Face Discussions with Relevant people at the Malaysian AIDS Council, when it is required.
 |  |  | 3 man-days |
| 1. The consultant will develop the first draft of the **Sub- Manual A** based on research, consultations and discussions.
 |  |  | 30 man-days |
| 1. The 1st draft of **Sub-Manual A** needs to be approved by MAC with further refinement, if necessary.
 |  |  | 12 man-days |
| 1. The consultant will finalise the Manual A based on the feedback and comments received from MAC. Draft Manual A will be a Word document. Charts and tables, if required will be done by MAC in consultation with the consultant.
 |  |  | 10 man-days (depending on the extensiveness of the refinement) |
| * 1. **Review of Existing Sub-Manuals**
 |  |  |  |
| 1. Review of Strategic Organisation and Programme Planning and Monitoring Programme Manual
 |  |  | 8 man-days |
| 1. Review of Human Resource and Employee Handbook
 |  |  | 8 man-days |
| 1. Review of Financial Manual
 |  |  | 8man-days |
| 1. Review of Resource Mobilisation Manual
 |  |  | 8 man-days |
| 1. Review of Public Relations and Corporate Communication
 |  |  | 8 man-days |
| 1. Review of Risk Management Manual
 |  |  | 8 man-days |
| 1. The review of **Sub-Manuals 6-11** will be done and feedback and suggestions, if any, will be provided in the form of a word document. If required and requested, the feedback can be provided in a face to face discussion with the relevant head of department in the presence of one of the project members from MAC.

The consultant will only provide the feedback and suggestions and the relevant head of department will need to do the necessary changes and finalise the manual to be incorporated as a sub-manual in the final manual.  |  |  | 10 man-days |
| 13. Proof-reading of design layouts to ensure that text and graphics are error free (in collaboration with MAC’s Graphic Designer)*The final approval on the design, layout and text will be from MAC Executive Director* |  |  | 10 man-days |
| 1. The consultant will review and submit the final manual to MAC (In both word and pdf format)
 |  |  | 1. man-days
 |
| 1. Submit Contract completion report
 |  |  | 2 man-days |
| **Total: Number of Days** | **155 man- days** |

**Deliverables/Outputs**

* 1st draft of **Sub-Manual A** based on the research, consultations and discussions conducted for review and approval by MAC.
* Final Report on **Sub-Manual A** as a Word document. Draft feedback in word document for **Sub-Manuals 6 – 11** for review and discussion/feedback by MAC. Final Manual, including table of contents, executive summary, charts, and (in Word and PDF)
* Final **Sub-Manuals 6-11** based on the changes and endorsement made by MAC to be incorporated in the final report.
* Final Manual including table of contents, executive summary charts and graphics. if any. Graphics and charts in collaboration with MAC graphic artist.
* Contract completion report.

Final Manual in the form of hard copy and soft copy to be delivered to the Executive Director of MAC.

**Selection Criteria**

| **Consultant** | **Qualification, Skills, Experience and Role** | **Time** |
| --- | --- | --- |
|  | **Functional Competencies:*** Strong research and excellent writing skills in English;
* Excellent organizational skills;
* Experience in producing corporate products;
* Understanding of CSOs governance system.
* Knowledge of Submit Contract completion report. Demonstrated ability to meet deadlines.

**Behavioral Competencies:*** Ability to be flexible and respond to changes to text/layout as part of the review and feedback process;
* Strong interpersonal skills, able to communicate and work with diverse people;
* Participate effectively in team-based, information-sharing environment, collaborating and cooperating with others;
* Focus on impact and results for the client.
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**Time Scheduling and Professional Fee**

The consultant will be contracted for a maximum of 155 man-days from 21st November 2017 to 20th April 2018 and the fee payable to the Consultant for the project is RM35, 000.00

The consultant will try her level best to conclude the project as soon as possible and the duration may be shortened if there are no adverse changes or delays in feedback etc. Flexibility on the completion date for the various deliverables could be exercised with mutual agreement between consultant and MAC (client) upon discussion.

The consultant requires the support and guidance from MAC for the effective execution and completion of the project.

**Schedule of Payments**

| **Payment** | **Description** | **Deliverable Requirements** |
| --- | --- | --- |
| First Payment | **30% (RM10,500) of payment.**  | Upon signed contract |
| Final Payment | Balance Fee of **RM20,000** and any unreimbursed approved expenses. | Upon assignment completion with: * All deliverables;
* Written approval by the client that the assignment is complete and satisfactory;
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**Inputs**

* Relevant background materials & reports,
* Timely guidance and feedback into the consultation agenda and report
* Appropriate workspace and internet access.
* Easy and timely access to relevant persons In MAC for clarification or discussions.

**Reporting Practice**

**End of assignment**

* + 1. Consultant to submit Contract Completion Report.
		2. Any amendments to the current assignment and deliverables regarding the TOR must be acknowledged by the consultant and MAC.

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| **Signatory**  | **Focal Point** |
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