

## **Terms of Reference (ToR) for due diligence in Bermuda**

### **Target**

IPPF is seeking a consultant who can conduct due diligence on governance and membership standards for the Bahamas Sexual Health & Rights Association (BaSHRA) located in Nassau, The Bahamas.

### **Background**

The International Planned Parenthood Federation (IPPF) is a global service provider and a leading advocate for sexual and reproductive health and rights for all. We are a global movement of national organizations working with and for communities and individuals, guided by our Strategic Framework 2016-2022.

In the Americas and Caribbean region, IPPF currently has 28 Member Associations and Collaborative Partners. To strengthen impact, IPPF will expand its presence in the Americas and Caribbean region by inviting a national organization to become a member association in key countries that have been prioritized according to SRHR needs or potential to contribute best practices. For organizations that have been invited to become IPPF members, due diligence on governance and membership standards is required.

### **Due diligence/affiliate readiness assessment**

- IPPF will conduct a due diligence/preparation assessment for BaSHRA as a next step after they confirmed their interest in becoming a member of the federation.
- Due diligence will assess the organization against the criteria for applying for IPPF membership outlined in Procedure 6 of the IPPF Membership Standards and Responsibilities (Appendix 1) and the Constitutional and Governance Checklist (Appendix 2).
- This due diligence will determine if BaSHRA is prepared to apply for membership with IPPF.

### **Expected results of the consultancy**

The consulting firm will lead the due diligence with BaSHRA and is expected to deliver:

1. A summary report on compliance or non-compliance with the criteria for applying for IPPF membership covering the points outlined in Procedure 6 of the IPPF Membership Standards and Responsibilities, together with evidence to support the findings. The report should include any other issues relevant to IPPF that arise during the due diligence process that are beyond the Constitutional and Governance Checklist.
2. A Matrix summarizing the due diligence findings against each standard in the Constitutional and Governance Checklist along with evidence to support the findings.
3. A power point presentation to socialize the results of the due diligence in a meeting in which BaSHRA representatives will participate.

**Level of effort**

We expect an average of 4-5 working days.

**Skills and experience**

- Experience working in the field of governance in the voluntary/development sector.
- Strong analytical skills with the ability to evaluate information and identify key issues
- Excellent written and communication skills in English.
- Ability to work independently
- Familiarity with IPPF's membership structure and accreditation system is an advantage.

## Appendix 1: Procedure 6 - IPPF Membership Standards and Responsibilities

### **6. Organizations applying for Associate Membership of IPPF**

6.1 Organizations wishing to become members of IPPF must demonstrate their adherence to IPPF's vision, mission and core values and their ability and commitments to solvency and financial, programmatic and governance capability.

In order to ensure these conditions are met, the applicants must comply with the following requirements:

- a) Evidence of existence or operation or relevant activities for at least two (2) years before application.
  - b) Compliance with at least 80% of key governance and constitutional provisions, at the time of application, as per **Annex A** Template (in line with IPPF's Standards and Responsibilities of Membership). The remaining items must be complied with within two years following the approval of Associate Membership.
  - c) Evidence of legal registration at country level as a civil society organization such as a charitable trust, social enterprise, philanthropic organization, etc. working in the area of SRHR; Assessment of the organization's relevance at country level through a review of the views and work of others working in the field of SRHR within the country (UN, Government, other NGOs);
  - d) Review of the organization's relevant audit reports, financial reports and/or statement, annual reports and project reports submitted to various stakeholders during the past two (2) years; and
  - e) A check on the organization's Governing Body and senior staff to assess their commitments to IPPF's vision, mission and core values.
- 6.2 In accordance with these procedures, the Regional Office will take necessary steps to conduct a review of the organizations seeking to become Associate Members of IPPF and those Member Associations wishing to amend their existing constitutions and make recommendations to the IPPF Membership Committee as appropriate.

6.2 In accordance with these procedures, the Regional Office will take necessary steps to conduct a review of the organizations seeking to become Associate Members of IPPF and those Member Associations wishing to amend their existing constitutions and make recommendations to the IPPF Membership Committee as appropriate.

## Appendix 2: Constitutional and Governance Checklist

### **GOVERNANCE AND CONSTITUTIONAL CHECKLIST FOR ORGANIZATIONS APPLYING FOR ASSOCIATE MEMBERSHIP OF IPPF**

**NAME OF ASSOCIATE MEMBER:**

**COUNTRY:**

**DATE:**

<b>Items to be checked</b>	<b>Yes/No (1)</b>	<b>Evidence (2)</b>
1. Is the organization a voluntary, civil society organization such as a charitable trust, social enterprise, philanthropic organization, etc. working in the field of sexual and reproductive health and rights, and bases its work on a statutory document that conforms to relevant legislation and requirements (national legislation and IPPF requirements)?		
2. Does the organization's constitution state that it is not and shall not be controlled by commercial interests and that all of its income, including from social enterprises, commodities, property and other assets shall be applied solely towards the promotion of its objects?		
3. Is the organization's membership open to all who are committed to IPPF's Vision, Mission and Values irrespective of their age, relationship status, ethnic origin, race, political belief, religious conviction, sexual orientation characteristics, gender identity or expression, pregnancy or parental status, disability, health status or any other analogous personal status, that could make an individual the object of discrimination?		
4. Does the organization's constitution state the conditions applying to each category of membership; their voting rights and how and when those rights can be exercised - including fair and effective conduct of business of Governing Bodies at all levels of the organization; and that staff do not have voting rights?		
5. Does the organization's constitution state that all sexual and reproductive health services including contraceptive information and services shall be provided strictly on the basis of voluntary acceptance and informed choice with no coercion?		

<b>Items to be checked</b>	<b>Yes/No (1)</b>	<b>Evidence (2)</b>
6. Does the organization have an agreed policy and/or procedures that volunteers volunteering their services to the organization shall not receive any payment for those services except for expenses incurred in line with IPPF Policy on volunteers' reimbursement?		
7. Do the organization's statutory documents clearly stipulate: frequency of meetings; procedure for calling meetings; timely dissemination of meeting documents; when a meeting is quorate; how decisions are taken and define when a simple or qualified majority of vote is needed and are these being implemented following the organization's statutory provisions and relevant national laws?		
8. Is the organization's membership record complete and up to date at all levels (if applicable local, regional, national, etc.)?		
9. Does the organization's constitution provide clear provision for regular rotation of Governing Body members, including Honorary Officers, by limiting consecutive terms and defining maximum tenure in any capacity, and is this being implemented through nomination, election, or appointment?		
10. Is there a provision in the organization's constitution or byelaws on how its assets will be handled in the event of the dissolution of the organization?		
11. Do Governing Body Members and senior staff complete a conflict of interest and role declaration annually and at any time a change affects their previous declared status and are these reviewed by the Governing Body regularly?		
12. Is the organization's Governing Body composed of at least 50% women and 20% young people and of individuals with a diverse set of skills and backgrounds drawn from its membership and externally in accordance with IPPF policy?		
13. Does the organization have a written policy on the responsibilities and obligations of volunteers serving on the Governing Body, including a Safeguarding Lead with clear responsibilities?		
14. Are the organization's accounts independently audited annually and filed as statutorily required?		

Items to be checked	Yes/No (1)	Evidence (2)
15. Do the organization's statutory documents clearly define the Governing Body's responsibility to appoint, support and appraise the Executive Director, respecting the division of roles and responsibilities between governance and management?		
16. Do the organization's statutory documents and/or the job description of the Executive Director define the powers and responsibilities of the Executive Director, which includes operational management, implementation of policies, including safety, security and safeguarding as well as the recruitment and dismissal of staff?		
17. Do Governing Body members have a common understanding of how their role and responsibilities are distinct from the role and responsibilities of management and does the Executive Director inform them of relevant executive actions?		
18. Do minutes of Governing Body meetings reflect the review, discussion and approval of the organization's annual programme and budget (business plan) as well as regular (at least quarterly) review of the implementation of the organization's programmes and financial reports and any actions to be taken according to agreed timeline and which is consistent with its strategic plan and include updates on safeguarding, safety and security?		
19. Does the Governing Body or a committee (e.g. Nomination and Governance Committee, Board Development Committee, etc.) regularly (at least annually) assess the Board performance according to its mandate and work plan and take necessary steps to improve its work?		
20. Does the organization have and effectively implement written Human Resource policies and procedures that are in line with IPPF policies and national laws, including safeguarding and prohibiting the appointment to any position within the organization of persons related (spouses, partners and co-habitees, parents, grandparents, siblings, children, grandchildren, cousins, in-laws) to Governing Body members and staff, and staff and volunteers have access to these policies?		

**Notes:**

- (1) If there is a provision in the constitution, bye-laws or regulations that meets the requirement of the check, enter "Yes", if not, enter "No".
- (2) Enter the relevant constitutional article or bye-law or regulation that provides the written evidence that the requirements of the check are met in cases where the constitution has a general provision which is amplified by a bye law or regulation both references should be quoted. Or quote the necessary evidence from any source.

