



Terms of Reference

1. Purpose

The primary objective of this consultancy is to conduct a thorough governance review of IDA, focusing on financial transparency, accountability, and the effectiveness of the Board's decision-making processes. The review aims to identify areas for improvement, propose actionable recommendations, and ensure that IDA adheres to best practices in NGO/OPD governance.

As part of its commitment to transparency, accountability, and the efficient and effective delivery of its mission, IDA is seeking an independent assessment of the governance structure, processes, and performance. This will help strengthen IDA and ensure that the governance system is fit for purpose for the years to come. This review is a requirement for IDA's auditors (Ernst & Young) to continue in their role, and donors (including Sida and Wellspring) to restore trust and confidence after a report by KPMG commissioned on behalf of Sida was published in January 2024, raising significant concerns with the governance of IDA.

It is also recognized that stronger efforts are required to create an effective enabling environment to allow IDA Board members to fulfil their fiduciary duties, with the IDA Secretariat providing the necessary support. This is particularly important given the relatively static nature of the IDA Board, with the membership fixed to the 14 IDA member organizations and with little rotation of the individual representatives - in many cases the same individuals serve as IDA Board members for many years.

A key aspect of governance that should be considered is the relationship and power dynamics between the Board members and the Executive Director, particularly in the context of financial decision making and accountability mechanisms given the potential funding and representational opportunities and allocation by the Executive Director. This creates a different dynamic than is often the case on other Boards and could create concerns about potential conflicts of interest and imbalances in power dynamics, especially considering the dual role of Board members who are responsible for holding the Secretariat and Executive Director accountable while also relying on the latter for creating funding opportunities for their own organizations.

Another issue that has been raised about IDA's governance structure is to the level of gender equal representation on the Board and in Executive Committee positions. Accordingly, another purpose of the review could be to assess the current state of gender representation and equality within the IDA Board and its decision-making processes, identifying barriers to achieving gender equality within the governance structures, and developing recommendations for policy changes, practices, and initiatives to enhance gender equality.

2. Background

The International Disability Alliance is an alliance of 14 global and regional organizations of persons with disabilities. IDA advocates at the United Nations for a more inclusive global environment for persons with disabilities. The Alliance is at the forefront of promoting the effective and full implementation of the UN Convention on Rights of Persons with Disabilities (UN CRPD) worldwide through the active and coordinated involvement of representative organizations of persons with disabilities at national, regional, and international levels.

The IDA Board is comprised of the Presidents/Chairs of the 14 IDA member organizations. It is a representative Board, and as the individuals that serve on the board are the current Chair/President of each of the 14 IDA member organizations, it is 'fixed' in the sense that there is no additional selection process for the appointment of individuals to the Board. There are no term limits except those that govern the member organizations. Some Board members have served together for more than a decade. No Board training is currently undertaken, and new members do not have a significant onboarding experience. It is unclear whether Board members act as representatives of their sending organization or as fiduciaries of IDA. There is no nomination process that allows IDA to recruit Board members who have specific skills or knowledge. The Board elects an Executive Committee from among its members. Again, there is no nomination process that allows the Board to recruit persons who have specific expertise to fill specific roles.

The IDA General Assembly is comprised of all of the member organizations operating as organizations. This is the place where members may vote purely on behalf of the interests of their organization. It is also the body that includes professional leadership from the members.

3. Scope

The consultancy will cover the following areas:

- a) Review of governance structures: Assess the effectiveness of IDA's governance structures, including the General Assembly, Executive Committee, and other

Committees and Working Groups (Human Resources Working Group, Program Committee etc.]. Examine the roles, responsibilities, and interaction between these bodies to ensure they support effective governance and accountability.

- b) Decision-making processes: Analyze the decision-making processes of the Board, particularly regarding financial matters. This includes reviewing procedures for decision-making, documentation, and how decisions are communicated and implemented. Consider how to avoid concentration of power, increase active participation and shared decision-making, considering different perspectives and views, without leading to indecisiveness and Board.
- c) Risk management: Evaluate the organization's risk management policy, focusing on financial risks and the mechanisms in place to identify, assess, and mitigate these risks.
- d) Compliance and best practices: Assess IDA's compliance with applicable laws, regulations, and best practices in nonprofit governance and financial management. This includes Board member's understanding of and implementation of fiduciary duties, and clear understanding of consequences of any breaches.
- e) IDA's role as the representative voice of persons with disabilities worldwide: Assess the extent to which IDA's claim of being the global voice of persons with disabilities through their representative organizations remains accurate, and provide suggestions on how IDA can further enhance this role with a governance structure that is fit-for-purpose for the future as the disability movement continues to evolve.

4. Reference documents

- Articles of Association
- KPMG report (January 2024)
- Interim Executive Committee report (January 2024) with proposals for governance reform
- IDA risk management policy

5. Deliverables

- a) Inception report: Outline the consultancy approach, methodology, and work plan within the first week of the assignment.
- b) Interim Report: Provide preliminary findings and recommendations at the end of the fourth week for feedback from IDA.
- c) Final Report: Deliver a comprehensive report at the conclusion of the 8-week period, including:
 - An executive summary of key findings and recommendations.

- Detailed analysis of governance structures, financial management practices, and decision-making processes.
- Actionable recommendations for strengthening governance, enhancing financial transparency, and improving decision-making effectiveness, a pathway for greater gender-equal representation on the board, as well as recommendations to help create a Board culture and environment that allows for accountability while considering power imbalances, and mitigating actual or perceived conflicts of interest.
- Suggest ways that IDA can ensure that those IDA Board members with fiduciary duties have the skills and experience to meet those duties.
- Recommend an internationally-recognised code of good governance practice that the IDA can sign up to and implement, ideally to include parliamentary procedure, which could also form the basis of further Board training.
- A roadmap for implementing the recommendations, including prioritization and suggested timelines.
- Outline a draft mechanism to address how the IDA governance structure can continue to support and enhance IDA's role as the representative global voice of persons with disabilities (this would be a longer term process of evaluation to be undertaken by IDA, including consultations with all relevant stakeholders).
- Presentation: Present the key findings and recommendations to the IDA Board and senior management team.

6. Time Frame

The consultancy is to be completed within an 8-week time frame from the date of contract signing.

7. Qualifications

We are actively searching for a partner who understands our organization, the unique nature of our alliance and our member's organizations, and who has the necessary resources, specialist skills, knowledge, and experience to assist us by developing options for governance reform and strengthening. We seek advice from people/organizations who have hands-on experience in governance and management of international non-profit organizations, and who have strong knowledge of Swiss non-profit law.

The consultancy firm should have the following qualifications:

- Extensive experience in governance and financial management consulting, particularly within the nonprofit sector.

- Demonstrated expertise in organizational reviews, including governance structures, financial transparency, and decision-making processes.
- A strong understanding of international best practices in nonprofit governance and financial management.
- Previous experience working with international organizations and familiarity with the disability rights movement is desirable.

8. Proposal Submission

Interested consultancy firms are invited to submit a proposal including:

- An overview of the firm's qualifications and experience in similar projects.
- A detailed methodology and work plan for carrying out the scope of work.
- Team composition and roles of key personnel who will be involved in the project.
- A proposed budget that outlines consultancy fees and any other costs associated with the project.
- **Proposals should be submitted by 22 March 2024** to consultancy@ida-secretariat.org

9. Evaluation and Selection

Proposals will be evaluated based on the firm's experience, the proposed approach and methodology, team qualifications, and cost-effectiveness. IDA's interim Executive Director, Jose Viera, will select the preferred candidate.

IDA is committed to transparency and accountability and looks forward to working with a consultancy firm that shares these values to strengthen our governance and financial management practices.

10. Implementation of the evaluation

IDA is proposing to extend the oversight of the evaluation to the partners and donors as well as IDA Board and IDA Secretariat interim Executive Director. A joint taskforce/committee will be developed, the composition and modalities of which will be finalized by the end of March 2024.