



Terms of Reference and Call for Proposals to Train the WENDA Governance Board and Council

11. Background

The West Nile Development Association (WENDA) was established in 1993 to promote peace, cooperation and coordinated development across the West Nile sub-region. Its 2026 profile describes a membership of 15 local governments—12 districts, two municipalities and one city—together with associate relationships with civil society, academia and the private sector. WENDA convenes regional leaders and supports advocacy, research, programme coordination and partnerships.

WENDA's Articles of Association identify the following governance organs: the General Assembly, Board of Trustees, WENDA Council, Council Executive Committee (or Board of Directors), Secretariat and regional technical structures. Governing documents and practice sometimes use these terms differently or interchangeably. The consultant must therefore verify the current registered Articles, resolutions, delegations and practice before finalising the training cohort, curriculum and governance roles. This ToR does not presume that the Council, Trustees and Council Executive Committee have identical mandates.

ACODE and WENDA are partners under the PACER Programme, which supports civic engagement, voice, service delivery and climate justice. With support from the Embassies of Denmark, Ireland, the Netherlands and Sweden, ACODE and WENDA are jointly implementing the project “Strengthening Civic Engagement, Voice, Service Delivery, and Climate Justice for Improved Accountability in Uganda”. Institutional strengthening under PACER includes building WENDA's leadership, governance and accountability capacity so that it can sustain and build on programme results.

A tailored training will help governance leaders provide effective oversight, set strategic direction, protect the association's resources and reputation, and hold the Secretariat accountable for implementing member priorities and agreed results.

ACODE, on behalf of WENDA, invites a qualified governance and organisational development consultant or firm to assess the learning needs of WENDA's governance leaders, design and facilitate a practical training programme, and support participants to produce a time-bound governance improvement action plan. The training must reflect WENDA's mandate, current governing documents and regional local-government role. The exact participant cohort and the authority of each governance organ will be confirmed at inception against current registered documents and resolutions.

2. Purpose and Objectives

The purpose of the assignment is to strengthen the practical governance capacity of WENDA's authorised Board and Council structures through a needs-based and participatory training programme.

The specific objectives are to:

- a) Clarify WENDA's legal and institutional mandate, governance organs, decision rights, delegated authority and accountability relationships.
- b) Strengthen participants' ability to affirm WENDA's mission, vision and core values; guide long-term strategic planning with senior leadership; and ensure that programmes and partnerships align with the approved direction.
- c) Strengthen the authorised governance organs' capacity to support and evaluate the Executive Director, oversee annual budgets and financial health, review financial statements and independent audits, and support organisational sustainability.
- d) Build governance leaders' capacity to mobilise financial and human resources, participate in fundraising, represent WENDA publicly and advocate for its regional mandate.
- e) Strengthen oversight of institutional risks, statutory and donor compliance, ethical leadership, conflicts of interest, inclusion, safeguarding, transparency and accountability to members and stakeholders.
- f) Improve meeting and committee effectiveness, decision records and action follow-up, and agree a prioritised governance improvement action plan with responsible persons, timelines and a follow-up mechanism.

3. Justification for the Training

WENDA's membership elected new Council members in July 2026. This creates a timely need to orient and equip the new governance team, together with relevant Council members and committee representatives to discharge their responsibilities effectively. Participants need a shared understanding of WENDA's mandate, governing documents, governance structure and decision-making procedures, as well as the boundaries between governance oversight and the Secretariat's management responsibilities.

A structured training early in the new Council's tenure will strengthen capacity for strategic direction and oversight. It will address mission, vision and values; strategic planning; executive leadership support and evaluation; budget and financial oversight; organisational sustainability and resource development; advocacy; and risk management, statutory compliance and accountability. It will also help participants identify priority governance improvements and agree practical follow-up actions.

The training is particularly relevant to WENDA's role as a regional local-government association and its partnership with ACODE under the PACER Programme. Effective oversight by the Council can keep programmes and partnerships aligned with WENDA's mandate, strengthen institutional accountability, and support the sustainability of results achieved through PACER.

4. Scope of Work

The consultant will complete the following phases in coordination with ACODE and WENDA. The assignment must focus on practical governance competence and organisational priorities, not a generic board seminar.

4.1 Inception and document review

- a) Hold an inception meeting with ACODE and WENDA to agree on the assignment approach, schedule, participants, roles, safeguards, training venue and decision-making arrangements.
- b) Review the current registered Articles of Association, relevant General Assembly, Trustees, Council and committee resolutions, governance terms of reference, delegations, strategic plans, organisational structure, governance policies, board packs and recent meeting minutes.
- c) Review relevant financial statements, budgets, audit findings and management responses, risk and safeguarding materials, human resource and procurement policies, PACER programme information, partnership agreements and performance reports, subject to access and confidentiality arrangements.
- d) Prepare a governance authority map that distinguishes the mandates and reserved decisions of the General Assembly, Board of Trustees, WENDA Council, Council Executive Committee (or Board of Directors), committees and Secretariat, as verified from authoritative documents.
- e) Identify key learning questions and agree a participant list with appropriate representation from the relevant governance organs and committees. Include Secretariat leadership in sessions dealing with the Board–management interface. The indicative cohort is 15–25 participants.

4.2 Governance learning needs assessment

- a) Conduct a short, confidential pre-training needs assessment with participants, using a self-assessment questionnaire, targeted interviews or focus discussions, and review of available governance records.
- b) Assess participant understanding of roles and duties, strategy and performance oversight, financial stewardship, risk and compliance, committee effectiveness, ethical leadership and accountability to members.
- c) Identify strengths, priority learning gaps and governance practices to retain or improve. Distinguish individual learning needs from organisational or policy issues that require management or governance action.
- d) Use the findings to adapt the curriculum, case exercises, facilitation methods and training materials. Present the needs assessment and proposed programme to ACODE and WENDA for agreement before delivery.

4.3 Training design and facilitation

The consultant will prepare and facilitate an indicative three-day training programme. The final duration and agenda will be confirmed at inception based on participant availability, needs assessment findings and budget. Training will be delivered in English in West Nile (Arua or another agreed location).

The learning areas below are the minimum required coverage. Related areas may be grouped in the agenda, but all must be addressed. Depth and methods will be adapted to the needs assessment.

Learning area	Minimum content
---------------	-----------------

1. Mission and vision oversight	Lead periodic review and reaffirmation of WENDA's long-term vision, mission, core values and mandate, with appropriate member and stakeholder input. Ensure programmes, budgets, policy positions and partnerships remain aligned, and route proposed changes through the authorised organ.
2. Strategic planning	Work with senior leadership and the Secretariat to develop or update long-term strategic plans and programmatic goals. Understand the authorised organ's role in reviewing, approving or recommending the plan; monitor indicators, resources and implementation; and periodically evaluate progress and agree adjustments.
3. Executive leadership support and evaluation	Understand the respective roles of the authorised governance organ and Secretariat in recruiting or appointing, supporting and overseeing the Executive Director (or CEO). Set clear performance expectations, consider compensation within approved policy and budget, conduct and document an annual performance evaluation, and address succession and continuity while respecting delegated authority and employment procedures.
4. Financial oversight and sustainability	Understand which WENDA organ prepares, recommends, approves and monitors the annual budget under the current Articles and resolutions. Review financial reports, assess cash flow and financial health, ensure independent annual audits are commissioned and findings followed up, and oversee reserves, funding diversification and long-term sustainability.
5. Resource development and advocacy	Help secure adequate financial and human resources; participate in fundraising and resource development; build responsible relationships with donors and partners; and serve as public ambassadors for WENDA. Apply due diligence and ensure commitments support WENDA's approved mission and regional priorities.
6. Risk management and compliance	Oversee strategic, financial, operational, safeguarding, data and reputational risks; understand risk appetite, controls, escalation and mitigation; and monitor compliance through management reporting. Cover statutory reporting and registration duties applicable to WENDA (including company annual returns, tax obligations or exemption status, and NGO Bureau registration or returns where applicable), as well as donor and partner requirements.
7. Governance mandate and architecture	Understand WENDA's governing documents and legal framework. Distinguish the verified roles of the General Assembly, Board of Trustees, WENDA Council, Council Executive Committee (or Board of Directors), committees and Secretariat. Apply reserved and delegated decision rights, accountability and reporting lines.
8. Effective governance practice and accountability	Strengthen board composition and skills, induction and succession, meeting preparation, board packs, agenda setting, constructive challenge, decision records, minutes, action tracking, committee terms

	of reference, annual governance self-assessment, ethical conduct, conflict-of-interest management, inclusion, safeguarding and accountability to members.
9. Board–Secretariat relationship	Clarify governance oversight of the Executive Director and Secretariat, performance expectations, delegation, reporting, succession and continuity, and the separation of governance from day-to-day management. Strengthen accountability to member local governments and relevant stakeholders.

Training materials should use WENDA examples and scenarios where available, while protecting confidential information. The consultant will facilitate practical exercises, including a mock governance meeting, review of a sample board report or budget dashboard, conflict-of-interest scenarios, committee action tracking, and a group exercise to prioritise governance improvements.

4.4 Post-training action planning and follow-up

- Facilitate participants to agree a prioritised governance action plan covering immediate improvements and actions for the following 90 to 180 days.
- For each action, record the responsible governance organ or person, supporting actors, target date, resource implications, evidence of completion and a review point.
- Conduct a post-training assessment and collect participant feedback. Compare results with the pre-training assessment and identify areas requiring further coaching, governance policy work or follow-up support.
- Present key learning, unresolved governance questions and recommended follow-up to ACODE and WENDA.

5. Participatory and Adult-Learning Methodology

The consultant must use a participatory, inclusive and practice-oriented approach. Training should draw on participants' experience as regional leaders and governance members, create space for questions and different views, and test learning through application. It should not consist primarily of lectures.

- a) Use pre-training self-assessment and consultations to tailor content to participant roles and experience.
- b) Facilitate short presentations followed by guided discussion, peer exchange, case studies, role play, group work, decision simulations and practical governance exercises.
- c) Use examples drawn from WENDA's governing documents, regional coordination role, financial and programme oversight, member relationships and partnership work.
- d) Ensure balanced participation across governance organs, gender, member local governments and associate constituencies, consistent with the confirmed participant cohort.
- e) Use accessible learning materials, clear language, inclusive facilitation and reasonable accommodations for participants with disabilities or other access needs.
- f) Assess learning before and after the programme and use participant feedback to improve the training and action plan.

6. Deliverables and Indicative Schedule

Deliverable	Minimum content
1. Inception report and document review plan	Agreed methodology, schedule, participant and stakeholder plan, document request, safeguards and draft governance authority map.
2. Governance learning needs assessment and training plan	Learning needs summary, priority gaps, participant baseline, confirmed training objectives, agenda, methods and proposed assessment tools.
3. Training curriculum and materials	Facilitator guide, session plans, presentations, participant handouts, case exercises, pre- and post-training tools and participant evaluation form.
4. Training delivery	Facilitation of the agreed training programme, attendance records, completed learning assessments, participant evaluations and draft governance action plan.
5. Final training and governance improvement report	Final training materials, pre/post assessment results, participant feedback, agreed 90–180 day action plan, follow-up recommendations and a record of key governance issues requiring WENDA decisions.

The assignment is expected to require approximately 20 working days over five calendar weeks, including an indicative three-day training programme. ACODE and WENDA will jointly review each deliverable and provide consolidated feedback, normally within five working days. Final acceptance requires written confirmation from both ACODE and WENDA. The WENDA organ authorised under its governing documents retains responsibility for adopting governance decisions or policies arising from the training.

7. Required Format of Deliverables

- Inception and needs assessment reports in editable Word and PDF formats.
- A complete training package in editable PowerPoint and Word formats, including facilitator notes, exercises, case studies, handouts and assessment tools.
- Attendance records, pre- and post-training assessment results, participant evaluation findings and a brief analysis of learning gains and remaining needs.
- A practical governance improvement action plan with named roles or offices, timelines, resource implications, indicators and review arrangements.
- A concise final report documenting methods, participant profile, sessions delivered, key discussion points, agreed actions, unresolved issues and recommendations for follow-up.

ACODE and WENDA will accept the assignment when: the curriculum responds to assessed needs and WENDA's verified governance documents; the training uses participatory methods and distinguishes the roles and decision rights of relevant governance organs; learning results and participant feedback are documented; and the final action plan identifies responsible roles, timelines and review arrangements. Final deliverables must be complete, editable and jointly accepted in writing by ACODE and WENDA.

8. Consultant Qualifications and Experience

The assignment may be undertaken by an individual consultant or a small team. The proposed lead trainer should demonstrate:

- a) A postgraduate qualification in governance, public administration, law, organisational development, leadership, development studies or a related discipline.
- b) At least eight years of relevant experience in governance, board development, organisational leadership or institutional strengthening.
- c) Demonstrated experience designing and facilitating training for boards, councils, associations, civil society organisations or comparable governing bodies.
- d) Working knowledge of Uganda's governance and legal context, including the Companies Act and other requirements applicable to WENDA's verified legal status, and the ability to distinguish legal obligations from good practice and donor requirements.
- e) Practical competence in board fiduciary oversight, strategic planning, finance and audit oversight, risk management, ethics, accountability and organisational performance.
- f) Experience applying adult-learning methods, participatory facilitation, learning assessment and action planning.
- g) Excellent written and spoken English, strong report-writing skills, and ability to work in Arua or another agreed location in West Nile.

Where a team is proposed, the technical proposal must identify the lead facilitator and each specialist's role, qualifications, relevant assignments and level of effort. The same person may cover more than one area where the proposal demonstrates adequate competence and availability. The lead trainer's experience will be the primary basis for scoring relevant experience under the evaluation criteria.

9. Proposal Submission Requirements

Interested consultants or firms must submit separate technical and financial proposals to ACODE.

The technical proposal should include:

- a) Understanding of WENDA's governance context and the purpose of the training.
- b) Proposed methodology for governance needs assessment, curriculum design, facilitation and learning evaluation.
- c) A draft training agenda showing learning objectives, methods, content and indicative session duration.
- d) A work plan and level of effort by team member and deliverable.
- e) CVs and brief descriptions of at least three comparable assignments, with referees and samples where available.
- f) Approach to inclusion, confidentiality, safeguarding and management of sensitive governance or personnel information. The consultant will be expected to comply with ACODE and WENDA safeguarding requirements and to handle all personnel and governance information confidentially.
- g) Disclosure of any actual or potential conflict of interest.

The financial proposal should state a lump-sum price in Uganda shillings, itemised by professional fees, preparation and training materials, travel and accommodation, training delivery, participant or venue costs if included, applicable taxes and other expenses. The lump-sum price should be inclusive of all applicable taxes. ACODE/WENDA will meet venue and participant costs unless the financial proposal explicitly includes them.

Technical and financial proposals should be submitted to procurement@acode-u.org by **October 30, 2026**.

10. Evaluation Criteria

ACODE, as procurement entity, will convene a joint evaluation with WENDA. ACODE and WENDA will jointly score proposals using 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 WENDA's governance context and assignment	10
Quality of needs assessment and participatory methodology	15
Relevance and practicality of proposed curriculum and training methods	20
Relevant experience of the consultant or lead trainer	15
Qualifications and balance of expertise across the proposed team	10
Work plan, learning assessment and follow-up action planning	5
Inclusion, confidentiality and safeguarding arrangements	5
Technical subtotal	80
Financial proposal and value for money	20
Total	100

ACODE and WENDA will jointly determine the final technical and financial evaluation outcome. ACODE will maintain the procurement record and communicate procurement decisions to applicants.

11. Indicative Payment Schedule

Payments will be made against deliverables jointly accepted in writing by ACODE and WENDA, in accordance with the signed contract. The final contract will specify the payment details, applicable taxes and any reimbursable expense rules.