Request for Proposals

Title: MANAGEMENT AND SUPPORT FOR CI-UK TRANSITION
RFP No: CIE01/22
Date of Issuance: 3 March 2022

Background

Building upon a strong foundation of science, partnership and field demonstration, CI empowers societies to care responsibly and sustainably for nature and the well-being of people. Founded in 1987, CI is headquartered in the Washington, D.C. area and employs more than 1,000 staff in 30 countries on six continents and has over 2,000 partners around the world.

The Consultant will work in close cooperation with the CI Europe office, based in Brussels, which leads CI’s engagement with European partners - including European Union institutions, governments, philanthropy, corporate and financial sector players as well as key policy stakeholders - to advance CI’s global mission.

CI-Europe manages a large number of stakeholders both directly and through the organisation of specific governance structures, including the CI-UK Board of Trustees and the CI-Europe Council (=advisory council).

Currently CI-UK is a UK based charitable trust without separate legal personality resulting in an inability to enter into contracts in its own name and an increased risk of personal liability to the trustees. In addition, a number of CI employees currently based in the UK are employed by CI Foundation as a “foreign employer” and not via CI-UK. Further expansion of staff would create “permanent establishment” risk for CI Foundation.

In January 2022, the CI-UK Board of Trustees approved the change of the CI UK legal structure from an unincorporated charitable trust into an incorporated charitable organisation.

A new constitution for CI-UK and application to the Charity Commission are currently under development by CI’s General Counsel’s Office and local counsel and will be submitted to the CI-UK Board of Trustees.

Beyond the legal work, in order to ensure an effective transition and to operationalise the “new” CI UK entity, an array of HR, Development, Communications and other tasks need to be project managed and coordinated. A strong project management approach will be essential to keep all stakeholders engaged, aligned and on a clear timeline.

1. Project Overview

A new constitution for CI-UK and application to the Charity Commission are currently under development by CI’s General Counsel’s Office. The UK Board of Trustees approved the following steps to be pursued:

- Registration with the Charity Commission and HM Revenue and Customs
- New gift aid application to HM Revenue and Customs
- Winding up CI-UK resolution by CI-UK Trustees and removal of the “old” CI-UK from the Register of Charities
- Creation of a new payroll under “new” CI-UK and transfer of employment contracts from CI Foundation to CI-UK
- Designing an internal affiliation agreement between CI Foundation and CI-UK
- Set up of new bank account for the new entity
Transfer of assets from “old” CI UK to “new” CI UK
- Developing the terms of reference for a Managing Director of “new” CI-UK

Managing the above-mentioned steps require coordination and direction so that they are pursued in alignment across various CI divisions (CI Europe, Finance, HR, and GCO) and with appropriate involvement of the CI UK Trustees, UK authorities and external advisors (incl. accounting/payroll firm) over a period of 6 months.

2. Terms of Reference, Activities and Outputs

Conservation International will engage a consultant (individual or firm) for a 6-month period to undertake the following activities:
- Oversee and coordinate the process of change of CI UK’s legal structure from an unincorporated charitable trust into an incorporated charitable organisation, including its tax registration.
  - Ensuring that all required documentation and related forms are completed and signed by the relevant trustees in a timely manner to ensure a swift transition
  - Winding down of current structure and transfer of assets to new structure
  - Coordinate alignment on possible delegation of tasks and authority to sub-committees and/or management
  - Execution of affiliation agreement
  - Process to be led in close collaboration with the General Counsel’s Office, local counsel, and relevant UK authorities (including the UK Charity Commission)
- Coordinate or set up a payroll system and manage the transfer of current CI Foundation UK-based employees to the new payroll (in coordination with CI Finance), including the issuance of new employment agreements
- Coordinate marketing and procuring customary local benefits for UK-based employees in coordination with CI HR Director Europe
- Develop the terms of reference for the future Managing Director of CI-UK
  - Develop a list of key tasks, duties, and responsibilities
  - Advertise the position in relevant media outlets and within networks.
- Coordinate Communications/Branding Strategy for “new” CI UK in alignment with CI Branding and Communications
- Coordinate gift aid application for “new” CI UK in alignment with CI Development

Estimated Outputs:
- “New” CI-UK registered and established
- “New” CI UK operational, incl. UK payroll and created, employees transferred, assets transferred, bank account operational
- TOR for CI-UK Managing Director ready to be advertised

3. Submission Details

a. Deadline. Proposals must be received no later than 25 March 2022 Late submissions will not be accepted. Proposals must be submitted via email to infoeurope@conservation.org. All proposals are to be submitted following the guidelines listed in this RFP.
b. Validity of bid. 120 days from the submission deadline

c. Clarifications. Questions may be submitted to infoeurope@conservation.org. by the specified date and time in the timeline below. The subject of the email must contain the RFP number and title of the RFP. CI will respond in writing to submitted clarifications by the date specified in the timeline below. Responses to questions that may be of common interest to all bidders will be posted to the CI website and/or communicated via email.

d. Amendments. At any time prior to the deadline for submission of proposals, CI may, for any reason, modify the RFP documents by amendment which will be posted to the CI website and/or communicated via email.

4. Minimum Requirements

The Consultant will have a strong track record in managing complex multi-stakeholder processes (including with UK authorities), understanding relevant legal issues, delivering project outcomes on time and within budget.

a. Essential Qualifications:

   - Demonstrated experience in successfully leading transformational or change management (multiple and simultaneous) processes
   - Demonstrated experience in project management with multiple stakeholders
   - Ability to work effectively with international offices and cross-cultural teams
   - Excellent command of English

b. Desirable Qualifications:

   - Familiarity with charitable organisation operational structures
   - Familiarity with charitable organisation communications and development strategies
   - Demonstrated experience with projects that include relevant UK authorities (especially UK Charity Commission) as stakeholders
   - Experience or familiarity with procedures of incorporation of a charitable organisation in the UK

c. Location: The consultancy is home-based (remote) in the UK with close cooperation with the CI Europe office. Travel may

5. Proposal Documents to Include

a. Signed cover page on bidder’s letterhead with the bidder’s contact information.

b. Signed Representation of Transparency, Integrity, Environmental and Social Responsibility (Attachment 1)

c. Technical Proposal.

   - Corporate Capabilities, Experience, Past Performance, and 3 client references. Please include descriptions of similar projects or assignments and at least three client references.
   - Qualifications of Key Personnel. Please attach CVs that demonstrate how the team proposed meets the minimum requirements listed in section 4 (Minimum Requirements).
d. Financial Proposal. Offerors shall use the cost proposal template (Attachment 2).

6. Evaluation Criteria
In evaluating proposals, CI will seek the best value for money considering the merits of the technical and cost proposals. Proposals will shortlisted based on track record in managing transformational or change management processes and ability to meet the minimum requirements listed in section 4. Shortlisted applicants will be invited to interview and scored against a rubric.

7. Proposal Timeline.

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
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<tbody>
<tr>
<td>RFP Issued</td>
<td>3 March 2022</td>
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<tr>
<td>Clarifications submitted to CI</td>
<td>10 March 2022</td>
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<tr>
<td>Clarifications provided to known bidders</td>
<td>12 March 2022</td>
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<tr>
<td>Complete proposals due to CI</td>
<td>25 March 2022</td>
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<td>Interviews of short listed candidates</td>
<td>28-31 March 2022</td>
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<td>Final selection</td>
<td>1 April 2022</td>
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8. Resulting Award CI anticipates entering into an agreement with the selected bidder by 5 April 2022. Any resulting agreement will be subject to the terms and conditions of CI’s Services Agreement. A model form of agreement can be provided upon request.

This RFP does not obligate CI to execute a contract, nor does it commit CI to pay any costs incurred in the preparation or submission of the proposals. Furthermore, CI reserves the right to reject any and all offers, if such action is considered to be in the best interest of CI. CI will, in its sole discretion, select the winning proposal and is not obligated to share individual evaluation results.

9. Confidentiality All proprietary information provided by the bidder shall be treated as confidential and will not be shared with potential or actual applicants during the solicitation process. This includes but is not limited to price quotations, cost proposals and technical proposals. CI may, but is not obliged to, post procurement awards on its public website after the solicitation process has concluded, and the contract has been awarded. CI’s evaluation results are confidential and applicant scoring will not be shared among bidders.

10. Code of Ethics All Offerors are expected to exercise the highest standards of conduct in preparing, submitting and if selected, eventually carrying out the specified work in accordance with CI’s Code of Ethics. Conservation International’s reputation derives from our commitment to our values: Integrity, Respect, Courage, Optimism, Passion and Teamwork. CI’s Code of Ethics (the “Code”) provides guidance to CI employees, service providers, experts, interns, and volunteers in living CI’s core values, and outlines minimum standards for ethical conduct which all parties must adhere to. Any violation of the Code of Ethics, as well as concerns regarding the integrity of the procurement process and documents should be reported to CI via its Ethics Hotline at www.ci.ethicspoint.com.

11. Attachments:

Attachment 1: Representation of Transparency, Integrity, Environmental and Social Responsibility
Attachment 2: Cost Proposal Template
Attachment 1: Representation of Transparency, Integrity, Environmental and Social Responsibility

RFP No. CIE01/22

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CI relies on the personal integrity, good judgment and common sense of all third parties acting on behalf, or providing services to the organization, to deal with issues not expressly addressed by the Code or as noted below.

I. With respect to CI’s Code of Ethics, we certify:
   a. We understand and accept that CI, its contractual partners, grantees and other parties with whom we work are expected to commit to the highest standards of Transparency, Fairness, and Integrity in procurement.

II. With respect to social and environmental standards, we certify:
   a. We are committed to high standards of ethics and integrity and compliance with all applicable laws across our operations, including prohibition of actions that facilitate trafficking in persons, child labor, forced labor, sexual abuse, exploitation or harassment. We respect internationally proclaimed human rights and take no action that contributes to the infringement of human rights. We protect those who are most vulnerable to infringements of their rights and the ecosystems that sustain them.

   b. We fully respect and enforce the environmental and social standards recognized by the international community, including the fundamental conventions of International Labour Organization (ILO) and international conventions for the protection of the environment, in line with the laws and regulations applicable to the country where the contract is to be performed.

III. With respect to our eligibility and professional conduct, we certify:
   a. We are not and none of our affiliates [members, employees, contractors, subcontractors, and consultants] are in a state of bankruptcy, liquidation, legal settlement, termination of activity, or guilty of grave professional misconduct as determined by a regulatory body responsible for licensing and/or regulating the offeror’s business.

   b. We have not and will not engage in criminal or fraudulent acts. By a final judgment, we were not convicted in the last five years for offenses such as fraud or corruption, money laundering or professional misconduct.

   c. We are/were not involved in writing or recommending the terms of reference for this solicitation document.

   d. We have not engaged in any collusion or price fixing with other offerors.
e. We have not made promises, offers, or grants, directly or indirectly to any CI employees involved in this procurement, or to any government official in relation to the contract to be performed, with the intention of unduly influencing a decision or receiving an improper advantage.

f. We have taken no action nor will we take any action to limit or restrict access of other companies, organizations or individuals to participate in the competitive bidding process launched by CI.

g. We have fulfilled our obligations relating to the payment of social security contributions or taxes in accordance with the legal provisions of the country where the contract is to be performed.

h. We have not provided, and will take all reasonable steps to ensure that we do not and will not knowingly provide, material support or resources to any individual or entity that commits, attempts to commit, advocates, facilitates, or participates in terrorist acts, or has committed, attempted to commit, facilitate, or participated in terrorist acts, and we are compliant with all applicable Counter-Terrorist Financing and Anti-Money Laundering laws (including USA Patriot Act and U.S. Executive Order 13224).

i. We certify that neither we nor our directors, officers, key employees or beneficial owners are included in any list of financial or economic sanctions, debarment or suspension adopted by the United States, United Nations, the European Union, the World Bank, or General Services Administration’s List of Parties Excluded from Federal Procurement or Non-procurement programs in accordance with E.O.s 12549 and 12689, “Debarment and Suspension”.

Name: _____________________________________________

Signature: _____________________________________________

Title: _______________________________________________

Date: _______________________________________________
Attachment 2: Cost Proposal Template

The cost proposal must be all-inclusive of profit, fees or taxes. Additional costs cannot be included after award, and revisions to proposed costs may not be made after submission unless expressly requested by CI should the offerors proposal be accepted. Nevertheless, for the purpose of the proposal, Offerors must provide a detailed budget showing major expense line items. Offers must show unit prices, quantities, and total price. All items, services, etc. must be clearly labeled and included in the total offered price. All cost information must be expressed in **US Dollars**.

If selected, Offeror shall use its best efforts to minimize the financing of any taxes on goods and services, or the importation, manufacture, procurement or supply thereof. If Offeror is eligible to apply for refunds on taxes paid, Offeror shall do so. Any tax savings should be reflected in the total cost.

Cost Breakdown by Cost Component

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<thead>
<tr>
<th>Description</th>
<th>Role in Project</th>
<th>Unit of measure (day, month etc)</th>
<th>Total period of engagement</th>
<th>Unit cost/rate</th>
<th>Total Cost for the Period</th>
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<tbody>
<tr>
<td>Consultant 1</td>
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<td>Consultant 2</td>
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<td>Sub-total Personnel</td>
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<td>Travel Costs (if applicable)</td>
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<td>Other related Costs (please specify)</td>
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<tr>
<td><strong>Total Cost of Financial Proposal</strong></td>
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